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# A culture of accountability

## Advancing Governance, Risk Management and Compliance

### Internal Audit Activities

The Company's Board of Directors considers the Internal Audit Department (IAD) an essential function to control, improve, and monitor the performance of the Company, aiming to strengthen its internal control and corporate governance environment to achieve its strategic objectives.

The IAD reports functionally to the Audit Committee and administratively to the Chief Executive Officer (CEO). The IAD is committed to adhering to the International Professional Practices Framework (IPPF) issued by the Institute of Internal Auditors (IIA) for internal audit activities. This framework encompasses International Standards for the Professional Practices of Internal Auditing, Core Principles, Internal Audit Definition, Code of Ethics, Implementation, and Supplemental Guidance.

In 2023, BinDawood Holding's ('BDH') IAD prepared a risk-based audit plan to assess potential risks to BDH's operations and objectives. This plan was approved by the Audit Committee to ensure the adequacy and effectiveness of internal controls over business processes.

#### Key Internal Audit accomplishments during 2023 include:

- Reviewed the Internal Audit Charter for any updates.
- Updated a Plan for the year 2024 after reassessing and updating the overall risk assessment of business processes in coordination with all stakeholders including the Board, Audit Committee, senior management and other assurance providers.
- The IAD plan for FY 2023 was executed fully and successfully.
- Liaised with External Auditors in accordance with the IPPF Performance Standards 2050 ("Coordination and Reliance") to optimise coverage and minimise duplication of efforts.
- Successfully completed and uploaded audit activities for FY 2023 on TeamMate+ Audit Management System.
- IAD team attended several trainings;
  - Cybersecurity and continuous monitoring
  - Data visualisation: Impactful reporting for audit committees
  - Effective IA people management
  - Auditing in a world with economic uncertainty
  - Delivering ESG assurance in new era of corporate integrity
  - Manage your internal audit risks
  - Structuring & covering the audit universe with a risk rated audit plan
  - An integrated approach to improving your audit efficiency
  - Overview of the GAC rules and regulations
- Successfully reviewed the acquisitions process in close coordination with due diligence consultants and in-house team, ensuring it was conducted on an arm's length basis.
- Reviewed the adjusted internal policies and charters to ensure alignment with the revised Companies Law.
- Reviewed policies and procedures (e.g. anti-money laundering policy, bribery and anti-corruption policy, insider trading policy, etc.) in close coordination with the compliance department and the relevant departments.
- Conducted a review on adherence to the Delegation of Authority Matrices (DOA).

### Corporate Governance Activities

BDH is committed to observing and upholding the highest standards of Corporate Governance and made efforts in 2023 to ensure full compliance with the Corporate Governance Regulations issued by the Capital Market Authority (CMA).

#### Key Corporate Governance accomplishments during 2023 include:

- Hired third party (Governance Compass) to conduct a Board effectiveness review for the year 2023.
- Reviewed and completed the Delegation of Authority Matrices (DOA) for all relevant departments and functions.
- Reviewed and amended the Company's Bylaws, NRC & AC Charter, Board Membership Policy and Procedures, and Remuneration Policy for Board, Committees and Executive Management to reflect regulatory adjustments in Companies law and other related regulations issued by the Capital Market Authority (CMA).
- Reviewed the 'Acquisition Projects'.
- Developed manual for 'Competition Law and its implementing regulation Compliance Manual'
- Developed an Anti-Money Laundering Policy.
- Developed a Bribery and Anti-Corruption Policy.
- Developed an Insider Trading Policy
- Revised the Board Membership Policy and Procedures.
- Ensured proper and transparent disclosures.
- Ensured accessibility to all Governance Policies and Documents for the Company's employees and shareholders.
- Continuously reviewed the Committees' Charters and Company Policies.

### Risk Management Activities

BinDawood Holding's Risk Management department was established at the end of 2021. The Board of Directors and senior management pay great attention to Risk Management in the Company because of its importance in identifying, evaluating, and managing internal and external risks to support the Company's objectives and serve all stakeholders' interests.

BinDawood Holding's Risk Management is based on the latest international frameworks of Risk Management, such as ISO-31000 and COSO-ERM, with a vision of setting the benchmark for Risk Management Departments among companies in the Kingdom of Saudi Arabia in the coming years.

BinDawood Holding's Risk Management department aims to act proactively to identify all potential risks that the Company may face at present or in the future, to enable all business units to be prepared with plans to deal with these risks, should they occur.

#### Key Risk Management accomplishments during 2023 include:

- Developed Enterprise Risk Management Policy and Procedures.
- Reviewed Risk Assessment Criteria.
- Developed and approved 'Risk Appetite and Tolerance Statement'.

### Compliance Activities

BDH's commitment to integrity and compliance goes far beyond simply preventing violations. Instead, it strives to build a robust compliance culture within the Company. The Compliance Department developed and implemented a Compliance Plan for 2023 to ensure compliance-related activities are executed, together with handling any whistleblowing complaints and compliance advice and research requests, whilst maintaining effective communication and reporting to senior management on compliance issues. The Compliance Department reports directly to the Audit Committee.

#### Key Compliance accomplishments during 2023 include:

- The Compliance Plan for FY 2023 was executed fully and successfully.
- Completed external Board effectiveness review in coordination with a third party.
- Reviewed and updated Compliance Policy and procedures.
- Continuous review of the Committees Charters and Company Policies.
- Implemented a Compliance Self-Assessment for departments and functions.
- Implemented a Gap Closing Plan for departments.
- Prepared Compliance check-list (tools for examination).
- Enhancing Compliance awareness activities (as part of compliance training).
- Developed a Non-Compliance Risk Register.
- Conducted Compliance Training/Awareness Activities on several topics, (e.g. Competition Law and its Implementing Regulations).
- Ensured accessibility to all related 'Rules and Regulations' for all Company employees.
- Provided 'Compliance advice and research' on different topics.
- Ensured 'Compliance with regulatory requirements and requests'.
- Handled 'Whistleblowing Complaints'.

## 1. Implemented and non-implemented provisions of the Corporate Governance Regulations issued by the Capital Markets Authority (CMA) and justifications therefor

The Company achieved full compliance with all mandatory and guiding articles in the Corporate Governance Regulations issued by the CMA during 2023.

## 2. Names, qualifications, experience, as well as current and former responsibilities of the Board and Executive Management members

### A. Summary of Board Members', Board Secretary's and Executive Management's CVs

#### Board of Directors

Name	Abdulrazzag Dawood BinDawood
Current Positions	<ul style="list-style-type: none"> <li>Chairman of the Board of Directors, Non-Executive, BinDawood Holding</li> <li>Chairman of the Board of many companies including Abdullah Dawood BinDawood and Sons Company Limited, BinDawood Trading Company Limited, National Leader for Real Estate Company Limited, Amwaj Real Estate Company Limited, Qimah Hospitality Company Limited, Akasiya Star Trading Company Limited, Future Field for Real Estate Company, Builders Company Limited</li> <li>Chairman of the Board of many companies including BinDawood Superstores Company, Danube Company for Foodstuffs and Commodities, Danube Star for Bakeries and Marketing Company, First Commercial Application Company, Al Jumeirah Trading Company, Al Jumeirah Beach Marketing Company, Future Retail Information Technology Company</li> <li>Member of the Board of Directors in Future Tech Retail – France</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>Bachelor's degree in Engineering from King Fahd University of Petroleum and Minerals, Dhahran, KSA</li> <li>Honorary Doctorate of Economics from the European University of Benelux, Belgium</li> </ul>
Previous Positions	<ul style="list-style-type: none"> <li>N/A</li> </ul>
Experience	<ul style="list-style-type: none"> <li>Lifetime experience in retail sector</li> <li>Sits on a number of other Boards &amp; committees</li> </ul>

Name	AbdulKhalig Dawood BinDawood
Current Positions	<ul style="list-style-type: none"> <li>Vice Chairman of the Board of Directors, BinDawood Holding</li> <li>Member of the Board of many companies including Abdullah Dawood BinDawood and Sons Company Limited, BinDawood Trading Company Limited, National Leader for Real Estate Company Limited, Amwaj Real Estate Company Limited, Qimah Hospitality Company Limited, Akasiya Star Trading Company Limited, Future Field for Real Estate Company, Builders Company Limited, First Commercial Application Company, Al Jumeirah Trading Company and Al Jumeirah Beach Marketing Company, Almashaaer Path Company Limited.</li> <li>Vice Chairman of the Board of many companies including BinDawood Superstores Company, Danube Company for Foodstuffs and Commodities, and Danube Star for Bakeries and Marketing Company</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>Bachelor's degree in Physics from Umm Al-Qura University, Makkah, KSA</li> </ul>
Previous Positions	<ul style="list-style-type: none"> <li>N/A</li> </ul>
Experience	<ul style="list-style-type: none"> <li>Lifetime experience in retail sector</li> <li>Sits on a number of other Boards &amp; committees</li> </ul>

Name	Khalid Dawood BinDawood
Current Positions	<ul style="list-style-type: none"> <li>Managing Director, BinDawood Holding</li> <li>Member of the Board of many companies including Danube Star for Bakeries and Marketing Company, Abdullah Dawood BinDawood and Sons Company Limited, BinDawood Trading Company Limited, National Leader for Real Estate Company Limited, Amwaj Real Estate Company Limited, Qimah Hospitality Company Limited, Akasiya Star Trading Company Limited, Future Field for Real Estate Company, Builders Company Limited, First Commercial Application Company, Al Jumeirah Trading Company, Al Jumeirah Beach Marketing Company and Future Retail Information Technology Company</li> <li>Managing Director of the Board of Danube Flower for Recruitment</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>High School degree from Al Dammam School, Al Dammam, KSA</li> </ul>
Previous Positions	<ul style="list-style-type: none"> <li>N/A</li> </ul>
Experience	<ul style="list-style-type: none"> <li>Lifetime experience in retail sector</li> <li>Sits on a number of other Boards &amp; committees</li> </ul>

Name	Tariq Abdullah BinDawood
Current Positions	<ul style="list-style-type: none"> <li>Member of the Board of Directors, BinDawood Holding</li> <li>Chief Development Officer, BinDawood Holding</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>High School Education</li> </ul>
Previous Positions	<ul style="list-style-type: none"> <li>Operations Manager at the BinDawood Superstores Company</li> <li>Regional Operations Manager at BinDawood Superstores Company</li> <li>Chief of Operations at BinDawood Superstores Company</li> <li>Projects &amp; Development Manager, BinDawood Holding</li> </ul>
Experience	<ul style="list-style-type: none"> <li>Member of a number of other Boards</li> <li>Experience in the retail &amp; business sectors</li> </ul>

Name	Walid Michel Majdalani
Current Positions	<ul style="list-style-type: none"> <li>Member of the Board of Directors and Executive Committee at BinDawood Holding</li> <li>Head of Private Equity MENA and Southeast Asia at Investcorp Financial Services BSC</li> <li>Member of the Nomination &amp; Remuneration Committee and member of the Board of Directors at NDT and Corrosion Control Services Company</li> <li>Member of the Board of Directors at Investcorp Saudi Arabia Financial Investments Co.</li> <li>Member of the Board of Directors at Al Yusr Industrial Contracting Company and its subsidiaries</li> <li>Member of the Board of Directors, Asia Food Growth Advisors Limited</li> <li>Member of the Board of Directors, Asia Food Growth Investment Manager Limited</li> <li>Member of the Board of Directors, Asia Food Growth Advisors (Hong Kong) Limited</li> <li>Member of the Board of Directors, Asia Food Growth I GP Limited</li> <li>Member of the Board of Directors, Viz Branz Holdings Pvt. Ltd.</li> <li>Member of the Board of Directors, Heritage Foods Limited, India</li> <li>Member of the Board of Directors Nour Internet for Communication and Information Technology Company (a limited liability company)</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>Bachelor's degree in Information Management Systems from the University of Texas, USA</li> <li>Master's degree in Business Administration from Harvard University, USA</li> </ul>
Previous Positions	<ul style="list-style-type: none"> <li>Member of the Nomination &amp; Remuneration Committee and member of the Board of Directors at Automak Automotive Company K.S.C.C</li> <li>Member of the Board of Directors, Orka Holding A.S.</li> <li>Member of the Board of Directors, Hydrasun Group Holdings Ltd</li> <li>Member of the Board of Directors, Hydrasun Group Equipment Ltd</li> <li>Assets and Investment Manager at ABN Amro Bank N.V, a public limited company established in the Netherlands, and operating in the banking sector</li> <li>UAE Regional Manager at Oracle Systems Limited, a limited liability company established in the United States of America, and operating in the Information Technology sector</li> <li>Principal at Investcorp Bank B.S.C, a Joint Stock Company established in the Kingdom of Bahrain, and operating in the Financial sector</li> <li>Managing Director at Investcorp Bank B.S.C.</li> <li>Member of the Nomination and Remuneration Committee and member of the Board at Theeb Rent A Car Company</li> </ul>
Experience	<ul style="list-style-type: none"> <li>Member of a number of other Boards and committees</li> <li>Experience in banking, financial &amp; private equity sectors</li> </ul>

Name	Abdulrahman Mohammed Albarrak
Current Positions	<ul style="list-style-type: none"> <li>Board Member at Health Holding Co. "owned by the Ministry of Health"</li> <li>Board Member and Audit Committee Chairman at Alandalus Property Co.</li> <li>Board Member and Audit Committee Chairman at BinDawood Holding Co.</li> <li>Board Member and Audit Committee Chairman at Saudi Credit Bureau Co. (SIMAH)</li> <li>Board Member and Audit Committee Chairman at Gulf Systems Co.</li> <li>Board Member and Audit Committee Chairman at Transport General Authority</li> <li>Board Member and Executive Committee Member at Al-Watania Poultry Co.</li> <li>Chairman of the Board at Qarar Consultancy</li> <li>Board Member at Dar Almajid Real Estate Co. "Almajidiah"</li> <li>Chairman of the Board at Simplified Financial Solutions Co "SiFi"</li> <li>Board Member at Saline Water Conversion Corporation (SWCC)</li> <li>Chairman of the Board and Executive &amp; Investment Committee at Thiqah Business Services Co.</li> <li>Board Member and Risk Committee Chairman at Social Development Bank</li> <li>Board Member at Al Watania for Industries Co.</li> <li>Nomination &amp; Remunerations Comm. Chairman at Al Ahsa Development Authority</li> <li>Audit Committee Member at Saudi Company for Artificial Intelligence</li> <li>Audit &amp; Risk Committee Chairman at Bada'el Co.</li> <li>Audit Committee Member at Hevolution Foundation</li> <li>Audit &amp; Compliance Committee Member at The Saudi Export-Import Bank</li> <li>Audit Committee Chairman at Zakat, Tax and Customs Authority</li> <li>Audit Committee Member at Efficiency Expenditure &amp; Gov. Projects Authority</li> <li>Audit Committee Member at Decision Support Center</li> <li>Audit Committee Member at National Security Center.</li> <li>Audit Committee Member at Local Content and Government Procurement Authority</li> <li>Audit Committee Chairman at Elm Co.</li> <li>Audit &amp; Risk Committee Member at Non-Oil Revenue Development Center</li> <li>Nomination &amp; Remunerations Comm. Chairman at Health Holding Co.</li> <li>Audit Committee Member at Saudi National Bank</li> <li>Audit &amp; Risk Committee Member at National Center for privatization</li> <li>President of Thara Consulting office</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>Bachelor's degree in Accounting from King Faisal University, KSA</li> <li>Master's degree in Finance from the University of Colorado, USA</li> <li>Doctorate in Finance from Newcastle University, UK</li> </ul>
Previous Positions	<ul style="list-style-type: none"> <li>Chairman of the Corporate Governance Committee at BinDawood Holding</li> <li>Member of Board of Directors, Audit Committee Chairman and Corporate Governance Committee Chairman at THIQAH</li> <li>Governance and Compliance Committee member at Health Holding Company</li> <li>Audit Committee Chairman at Saudi Arabian Logistics (SAL)</li> <li>Audit Committee Chairman at Saudi Airlines Cargo Co.</li> <li>Audit Committee Member at Etihad Etisalat Co. "Mobily"</li> <li>Committee Member Agricultural Tourism Project. Owned by the PIF</li> <li>Audit Committee Chairman at Zakat, Tax and Customs Authority</li> <li>Audit &amp; Risk Committee Member at Spending Efficiency Center</li> <li>Audit Committee Member at Health Holding Co.</li> <li>Chairman of the Board at MedGulf Insurance Co.</li> <li>Nomination &amp; Remunerations Committee Member and Corporate Governance Committee Member at MedGulf Insurance Co.</li> <li>Audit Committee Member at Al-Elm Information Security Co.</li> <li>Chairman of the Board of Directors and Audit Committee Chairman at Leejam Sports Co. "Fitness Time"</li> <li>Faculty Member, Dean, and Dep. Chairman at King Faisal University</li> <li>Board Member at Saudi Organization for Public Accountants (SOCPA)</li> <li>Vice Chairman at Saudi Capital Market Authority</li> <li>Commissioner at Saudi Capital Market Authority</li> <li>Audit Committee Member at Saudi Royal Aviation</li> </ul>
Experience	<ul style="list-style-type: none"> <li>Chairman &amp; member of numerous government &amp; corporate Boards &amp; committees</li> <li>Extensive experience in financial markets, finance and corporate governance, and internal audit and control systems</li> </ul>

Name	Khalid Mohamed Suliman Al-Tawil
Current Positions	<ul style="list-style-type: none"> <li>Member of the Board of Directors, BinDawood Holding</li> <li>Chairman of the Nomination and Remuneration Committee, BinDawood Holding</li> <li>Vice Chairman of the Board of Directors, Saudi Credit Bureau Company (SIMAH)</li> <li>Member of the Board of Directors, Tasheel</li> <li>Partner and Board Member, LEORON Professional Development Institute</li> <li>Partner and Board Member, Saudi Experts Co. for Training and Development</li> <li>Partner and Board Member, Cheeky Monkeys</li> <li>Member of the Audit Committee, Saudi National Bank</li> <li>Vice-Chairman and Member of Audit Committee, Saudi Capital Market Authority (CMA)</li> <li>Chairman of Board of Directors, TASSNIEF Agency</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>Bachelor's degree in Computer Science and Engineering from King Fahd University of Petroleum and Minerals, Dhahran (KSA)</li> <li>Master's degree in Computer Science from King Fahd University of Petroleum and Minerals, Dhahran, (KSA)</li> <li>Ph.D. in Computer Science from Texas A&amp;M University, College Station, Texas (USA)</li> <li>Executive MBA in Business Administration from University of Edinburgh, Ecole Nationale des Ponts et Chaussees (UK)</li> </ul>
Previous Positions	<ul style="list-style-type: none"> <li>Nomination and Remuneration Committee Chairman, Saudi Credit Bureau Company (SIMAH)</li> <li>Member of the Board of Trustees, Prince Sultan University</li> <li>Vice Chairman of the Board of Directors, Naqel Company</li> <li>Vice-Chairman and Member of Audit Committee, Saudi Capital Market Authority (CMA)</li> <li>Vice-Chairman of the Board, and head of executive committee, Elm company</li> <li>Board Member, Saudi International Chamber of Commerce</li> <li>Board Member, VFS Tasheel International</li> <li>Director General, National Information Center, Ministry of Interior</li> <li>Dean, College of Computer Science and Engineering, King Fahd University of Petroleum and Minerals</li> <li>Chairman, Dept. of Computer Engineering, King Fahd University of Petroleum and Minerals</li> </ul>
Experience	<ul style="list-style-type: none"> <li>Chairman &amp; member of numerous corporate Boards &amp; committees</li> <li>Extensive experience in financial markets, finance and corporate governance, and internal audit and control systems and investments.</li> </ul>

Name	Faris Ibrahim Alrashed Alhumaid
Current Positions	<ul style="list-style-type: none"> <li>Member of the Board of Directors, BinDawood Holding</li> <li>Member of the Board of Directors , Chief Executive Officer at Sharaka Financial</li> <li>Member of the Board of Directors Nomination and Remuneration Committee and Investment committee, Elm Company</li> <li>Member of the Board of Directors, Chairman of Audit Committee at Naseej for Technology Company</li> <li>Member of the Board of Directors, Member of the Nomination and Remuneration Committee, SHL Finance company</li> <li>Member of the Board of Directors, Ibrahim AlRashed Alhumaid Sons Company</li> <li>Member of the Board of Directors, Tanami Arabia Company</li> <li>Member of the Board of Directors , Medad office solutions</li> <li>Member of the Board of Directors, Digital Mobility Solutions ventures Company</li> <li>Member of the Board of Directors, Bostani Desert Company</li> <li>Chairman of the Board of Directors, Ratio Speciality Company</li> <li>Chairman of the Board of the fund, Derayah Ventures Fund</li> <li>Chairman of the Board of the fund, Derayah Private Equity Fund</li> <li>Chairman of the Board of the fund, Derayah Retail</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>Bachelor's degree in Computer Science from King Saud University (KSA) – 1994</li> <li>Entrepreneur Development Programme, Ceylon School of Management – Massachusetts Institute of Technology, Cambridge USA – 2009</li> <li>Board Institute Certificate, Board Institution (KSA) – 2015</li> <li>Saudi Oxford Leadership Program and advanced management, Oxford – Britain – 2011</li> <li>General Certificate of Dealing in Securities: Regulations (CMEI), Financial Academy (KSA) – 2017</li> <li>International Certificate in Wealth Management and Investment (CME4), Financial Academy (KSA) – 2021</li> </ul>
Previous Positions	<ul style="list-style-type: none"> <li>Member of the Governance Committee, BinDawood Holding</li> <li>Member of the Board of Directors, Derayah Financial Company</li> <li>Member of the Board of Directors , Chairman of Nomination Committee, Dur Hospitality Company</li> <li>Chairman of the Board of Directors, Czech Rehabilitation Center</li> <li>Member of the Board of Directors and Chairman of Audit Committee, Dallah Health Services Company</li> <li>Member of the Board of Directors and Chairman of Remuneration and Nomination Committee, Alhassan Ghazi Ibrahim Shaker (Shaker)</li> <li>Member of the Board of Directors and Vice Chairman of Audit Committee, Qassim Cement Company</li> <li>Member of the Board of Directors and Chairman of Nomination and Remuneration Committee, Abdullah Abdulaziz AlRajhi &amp; Sons Holding Company</li> <li>Member of the Board of Directors and Member of Audit Committee and Member of Nomination and Remuneration Committee, Alsaghyir Trading – Contracting Company</li> <li>Member of the Board of Directors, Al-Mehbaj Al-Shamiya Company</li> <li>Vice Chairman of the Board of Directors, Lendo Saudi Company</li> <li>Member of the Board of Directors, Hala Company</li> <li>Chairman of the Board of Directors, Derayah Healthcare Fund</li> <li>Member of the Board of the fund, Riyadh Real Estate Fund</li> <li>Member of the Board of the fund, Rawaj Education Fund</li> <li>Member of the Board of Directors, Binary Works Company</li> </ul>
Experience	<ul style="list-style-type: none"> <li>General Manager, Dwalej Technology Company</li> <li>General Manager, Riyadh Steel Company</li> <li>General Manager, Nal Investment Company</li> <li>Manager, Future Kids Saudi Center Company</li> <li>Founder and Chairman of the Board of Trustees, Oqal Group</li> <li>Founder and Chairman of the Board of Trustees, Wateen Endowment Foundation</li> </ul>

## B. Summary of Committee Members' CVs

## Nomination and Remuneration Committee

Name	<b>Khalid Mohamed Suliman Al-Tawil</b>
Current Positions	<ul style="list-style-type: none"> <li>Board Member, Nomination and Remuneration Committee Chairman at BinDawood Holding</li> <li>His current and previous positions, qualifications and experience are mentioned earlier in this report.</li> </ul>
Name	<b>Abdulrazzag Dawood BinDawood</b>
Current Positions	<ul style="list-style-type: none"> <li>Chairman, Non-executive, BinDawood Holding</li> <li>His current and previous positions, qualifications and experience are mentioned earlier in this report.</li> </ul>
Name	<b>Thamer Saeed Althubaiti</b>
Current Positions	<ul style="list-style-type: none"> <li>Member of the Nomination and Remuneration Committee at BinDawood Holding</li> <li>Founder and partner at Thamer Althubaiti and Dhafer AlSubaei for Law and Legal Advisory Company, KSA</li> <li>Vice president at Saeed Althubaiti for Jewellery Establishment and its branches, KSA</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>Bachelor's degree in Law from King Abdulaziz University, KSA</li> </ul>
Previous Positions	<ul style="list-style-type: none"> <li>Legal Advisor at AlSheikh Abdullah AlMusleh Legal Group, KSA</li> <li>Member of the Gold and Jewellery Committee at the Jeddah Chamber of Commerce</li> <li>Member of the Friends of the Saudi Red Crescent Authority Committee at the Jeddah Chamber of Commerce</li> <li>Member of Saudi Lawyers Authority</li> <li>Member of the Audit Committee at BinDawood Holding</li> </ul>
Experience	<ul style="list-style-type: none"> <li>Retail &amp; legal sectors</li> </ul>

## Audit Committee

Name	<b>Abdulrahman Mohammed Albarrak</b>
Current Positions	<ul style="list-style-type: none"> <li>Board Member, Audit Committee Chairman at BinDawood Holding</li> <li>His current and previous positions, qualifications and experience are mentioned earlier in this report.</li> </ul>
Name	<b>Abdulaziz Mohammed Almulhim</b>
Current Positions	<ul style="list-style-type: none"> <li>Member of the Audit Committee at BinDawood Holding Company</li> <li>Chief Financial Officer at Health Holding Company</li> <li>Audit Committee Chairman at THIQAH</li> <li>Member of the Board of Directors and Audit Committee Chairman at Al Ramz Real Estate Company</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>Bachelor's degree in Industrial Engineering from King Fahd University of Petroleum and Minerals, Kingdom of Saudi Arabia</li> <li>MBA in Finance from Leeds University Business School</li> </ul>
Previous Positions	<ul style="list-style-type: none"> <li>Executive Vice President Advisory at National Center for Privatization (NCP)</li> <li>CFO at Red Sea Cruise Company</li> <li>Group CFO at Vision International Investment Company</li> <li>CFO at Tarabot Investment &amp; Development (Vision Invest affiliate)</li> <li>Audit Committee member at Saudi Airlines Cargo Company</li> <li>AGM in Corporate Banking at Samba Financial Group</li> <li>Audit Committee member at Miahon Co and Jazan Gas Project Company</li> <li>Audit Committee member at SAL Saudi Arabian Logistics Company</li> <li>Chairman of Finance Committee at Saudi Tabreed District Cooling Co</li> </ul>
Experience	<ul style="list-style-type: none"> <li>Audit and Finance sectors</li> </ul>
Name	<b>Amer Abbas Shaker</b>
Current Positions	<ul style="list-style-type: none"> <li>Member of the Audit Committee at BinDawood Holding Company</li> <li>Chief Internal Auditor at The OPEC Fund for International Development</li> <li>Member of the Audit Committee at The General Organization for Conservation of Coral Reefs and Turtles in the Red Sea</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>Certified Internal Auditor, Institute of Internal Auditors, USA</li> <li>Certified Information Systems Auditor (CISA), Information System Audit &amp; Control Association, USA</li> <li>Bachelor's degree in Science and Economics from King Abdulaziz University, Kingdom of Saudi Arabia</li> <li>Master of Professional Accounting from King Abdulaziz University, Kingdom of Saudi Arabia</li> </ul>
Previous Positions	<ul style="list-style-type: none"> <li>Senior External Auditor at Ernst &amp; Young</li> <li>Internal Audit Manager – Red Sea Gateway Terminal</li> <li>GRC Manager at Red Sea Gateway Terminal</li> <li>Head of Internal Audit – Savola Foods Company</li> <li>Senior Manager at Afia International Company – Savola</li> <li>Director of Internal Audit and Risk at Local Content and Government Procurement Authority</li> <li>Executive Director – Internal Audit for the Royal Commission For Makkah City And Holy Sites</li> </ul>
Experience	<ul style="list-style-type: none"> <li>Audit, Accounting, Retail and Finance sectors</li> </ul>

**Executive Committee**

Name	<b>Abdulrazzag Dawood BinDawood</b>
Current Positions	<ul style="list-style-type: none"> <li>Chairman, Non-executive, BinDawood Holding</li> <li>His current and previous positions, qualifications and experience are mentioned earlier in this report.</li> </ul>

Name	<b>AbdulKhalig Dawood BinDawood</b>
Current Positions	<ul style="list-style-type: none"> <li>Vice Chairman, BinDawood Holding</li> <li>His current and previous positions, qualifications and experience are mentioned earlier in this report.</li> </ul>

Name	<b>Walid Michel Majdalani</b>
Current Positions	<ul style="list-style-type: none"> <li>Member of the Board of Directors and Executive Committee at BinDawood Holding</li> <li>His current and previous positions, qualifications and experience are mentioned earlier in this report.</li> </ul>

Name	<b>Nitin Khanna</b>
Current Positions	<ul style="list-style-type: none"> <li>Member of the Executive Committee at BinDawood Holding</li> <li>Member of the Board of Directors, Future Retail for Information Technology Company</li> <li>Member of the Board of Directors of FTR-France</li> <li>Member of the Board of Directors of Al Ansari Financial Services PJSC</li> <li>Advisor to several subsidiaries of Transmed Holdings</li> <li>Chairman of the Strategy Committee of Al Ghurair First LLC</li> <li>Independent Non-Executive Director of Bukhatir Investment Limited and its subsidiaries, Conmix LLC and German Gulf LLC</li> <li>Independent Non-Executive Director of Faraidooni Investment LLC</li> <li>Senior Partner of Nucleus Consulting FZC</li> </ul>

Qualifications	<ul style="list-style-type: none"> <li>Bachelor's degree in Economics from Delhi University, India</li> <li>Chartered Accountant, from the Institute of Chartered Accountants of India</li> </ul>
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Previous Positions	<ul style="list-style-type: none"> <li>Semi Senior at Whinney Murray, Bahrain (now known as Ernst &amp; Young)</li> <li>Assistant Manager and Manager in the audit line of service at PricewaterhouseCoopers, Dubai Branch</li> <li>Senior Manager and Director in the Audit and Deals Advisory lines of services at PricewaterhouseCoopers, Dubai Branch</li> <li>Partner at PricewaterhouseCoopers, Dubai Branch</li> <li>Member of the Leadership Team of PricewaterhouseCoopers, Middle East</li> <li>Regional Head of Risk and Quality of PricewaterhouseCoopers, Middle East</li> <li>Regional Transaction Services Leader of PricewaterhouseCoopers, Middle East</li> <li>Regional Corporate Finance Leader of PricewaterhouseCoopers, Middle East</li> <li>Member of the Deals Leadership Team of PricewaterhouseCoopers, Middle East</li> <li>Consultant at PricewaterhouseCoopers, Dubai Branch</li> <li>Advisory Board Member, Emirates Hospital Group</li> <li>Member of the Board of Directors of BinDawood Holding Company</li> </ul>
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Experience	<ul style="list-style-type: none"> <li>Finance, accounting, economics &amp; M&amp;A advisory</li> </ul>
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**Executive Management**

Name	<b>AbdulKhalig Dawood BinDawood</b>
Current Positions	<ul style="list-style-type: none"> <li>Vice Chairman, BinDawood Holding</li> <li>His current and previous positions, qualifications and experience are mentioned earlier in this report.</li> </ul>

Name	<b>Khalid Dawood BinDawood</b>
Current Positions	<ul style="list-style-type: none"> <li>Managing Director, BinDawood Holding</li> <li>His current and previous positions, qualifications and experience are mentioned earlier in this report.</li> </ul>

Name	<b>Ahmad Abdulrazzag BinDawood</b>
Current Positions	<ul style="list-style-type: none"> <li>Chief Executive Officer, BinDawood Holding</li> <li>Member of Board of Directors of BDH International Holding Limited</li> <li>CEO, Danube Company for Foodstuffs and Commodities</li> <li>CEO, BinDawood Superstores Company</li> <li>Member of the Board of Red Sea Mall Company</li> <li>Member of the Board of International Applications Trading Company</li> <li>Chairman of the Board of Directors in Future Tech Retail – France</li> <li>Member of Board of Directors of Future Tech Retail – KSA</li> <li>Member of Board of Directors of First Commercial Application Company</li> <li>Member of the Board of Ykone Asia Ltd.</li> <li>Member of the Board of New Media Agency Italy</li> <li>Cover Communication GmbH (Germany)</li> </ul>

Qualifications	<ul style="list-style-type: none"> <li>Bachelor's degree in International Business Administration from King Abdulaziz University, KSA</li> </ul>
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Previous Positions	<ul style="list-style-type: none"> <li>Member of the Board of Directors, BinDawood Holding</li> <li>Assistant Purchasing Manager at Danube Company for Foodstuffs and Commodities</li> <li>Deputy Operations Manager at Danube Company for Foodstuffs and Commodities</li> <li>Business Development Manager at Danube Company for Foodstuffs and Commodities</li> <li>Deputy Chief Executive at Danube Company for Foodstuffs and Commodities</li> </ul>
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Experience	<ul style="list-style-type: none"> <li>Retail &amp; business sectors</li> </ul>
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Name	<b>Tariq Abdullah BinDawood</b>
Current Positions	<ul style="list-style-type: none"> <li>Chief Development Officer, BinDawood Holding</li> <li>His current and previous positions, qualifications and experience are mentioned earlier in this report.</li> </ul>

Name	<b>Dawood Ismail BinDawood</b>
Current Positions	<ul style="list-style-type: none"> <li>Deputy Chief Executive Officer at BinDawood Holding</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>Masters Degree from Cardiff Metropolitan University</li> </ul>
Previous Positions	<ul style="list-style-type: none"> <li>Head of Import at BinDawood Holding</li> <li>Project Manager at BinDawood Holding</li> </ul>
Experience	<ul style="list-style-type: none"> <li>19 years of experience in retail sector</li> </ul>

Name	<b>Muhammed Salim Patka</b>
Current Positions	<ul style="list-style-type: none"> <li>Chief Financial Officer, BinDawood Holding</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>Bachelor's degree in Business Administration from the University of Karachi, Pakistan</li> <li>Studied Chartered Accountancy from the Institute of Chartered Accountants of Pakistan, Pakistan</li> </ul>
Previous Positions	<ul style="list-style-type: none"> <li>Audit Clerk at Ford Rhodes Robson Morrow, Pakistan</li> <li>Senior Audit Clerk at PricewaterhouseCoopers, Pakistan</li> <li>Senior Finance Officer at Hoechst Pakistan Limited</li> <li>Assistant Finance Manager at Hoechst Pakistan Limited</li> <li>Financial Controller at Uclaf Environmental Health, Pakistan</li> <li>Finance Manager at Hoechst Pakistan Limited, Pakistan</li> <li>Divisional Finance Manager at Hoechst Pakistan Limited</li> <li>Chief Financial Officer and Company Secretary at AgrEvo Pakistan</li> <li>Chief Financial Officer and Company Secretary at Aventis CropScience Pakistan</li> <li>Chief Financial Officer at BinDawood Superstores Company, KSA</li> </ul>
Experience	<ul style="list-style-type: none"> <li>'CFO of the Year Award – Private Sector' held at Saudi Trade Finance Awards Ceremony in Kingdom of Saudi Arabia in 2019G.</li> <li>Best CFO Strategy Execution 2020G by Saudi Trade Finance Summit 2020G.</li> <li>CFO Hall of Fame 2023 by Saudi Trade Finance Summit 2023 Finance.</li> <li>Vast experience in handling complex accounting treatment, business transaction, merger, acquisition, IPO, corporate governance, handling zakat, tax and VAT matters, IFRS, treasury management.</li> </ul>

Name	<b>Walid Abdulrazzag BinDawood</b>
Current Positions	<ul style="list-style-type: none"> <li>Chief Commercial Officer, BinDawood Holding</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>Bachelor's degree in Finance and Administration from King Abdulaziz University, KSA</li> <li>Master's degree in Business Administration from Cardiff Metropolitan University, UK</li> </ul>
Previous Positions	<ul style="list-style-type: none"> <li>Category Buyer at BinDawood Superstores, KSA</li> <li>Chief Operating Manager at BinDawood Superstores Company, KSA</li> <li>Board Secretary at BinDawood Holding Company, KSA</li> <li>Chief Human Resources Officer at Danube Company for Foodstuffs, KSA</li> <li>Chief Human Resources Officer at BinDawood Superstores Company, KSA</li> <li>Chief Commercial Officer at BinDawood Superstores Company, KSA</li> </ul>
Experience	<ul style="list-style-type: none"> <li>GCC, Rising Star Award – Gov. Youth Summit, 2021</li> <li>Retail &amp; business sectors</li> </ul>

Name	<b>Basem Hijaz</b>
Current Positions	<ul style="list-style-type: none"> <li>Chief Audit and GRC Officer at BinDawood Holding</li> <li>Secretary of the Board, Audit Committee, Nomination and Remuneration Committee at BinDawood Holding</li> <li>Audit Committee Member at Raydan Food Company</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>Master in Business Administration, London Business School, March 2022</li> <li>BA Accounting, Faculty of Business Administration, The University of Jordan</li> <li>Qualification in Internal Audit Leadership (QIAL), Institute of Internal Auditors, USA</li> <li>Certified Public Accountant (CPA), American Institute of Certified Public Accountants, USA, Active License</li> <li>Certified Internal Auditor (CIA) Institute of Internal Auditors, USA</li> <li>Certified Information System Auditor (CISA), Information System Audit &amp; Control Association, USA</li> <li>Certified Fraud Examiner (CFE), ACFE, USA</li> <li>Certification in Risk Management Assurance (CRMA), Institute of Internal Auditors, USA</li> <li>Certified in Risk and Information System Control (CRISC), Information System Audit &amp; Control Association, USA</li> <li>Certification in Control Self-Assessment (CCSA), Institute of Internal Auditors, USA</li> </ul>
Previous Positions	<ul style="list-style-type: none"> <li>Audit Committee Chairman of Careem Incorporation (until it became a subsidiary of Uber)</li> <li>Audit Committee Chairman of Saudi Cables Company</li> <li>Audit Committee Chairman of Institute of Internal Auditors, Jordan</li> <li>Founder and Ex-Vice President of Institute of Internal Auditors, Jordan</li> <li>Chief Audit Executive, Secretary of the Audit Committee, National Agricultural Development Co. (NADEC), KSA</li> <li>Chief Audit Executive, Secretary of the Audit Committee: Qatari Investors Group, (QIG), Qatar</li> <li>Internal Audit Director, Secretary of the Audit Committee: Bawan Holding Company, KSA</li> <li>Regional Internal Auditor: United Electronics Co. EXTRA, KSA</li> <li>Senior Internal Auditor: Jordan Electricity Company, Jordan</li> </ul>
Experience	<ul style="list-style-type: none"> <li>Member of numerous Audit committees</li> <li>Extensive experience in Internal Audit, Risk Management, Governance and Compliance in retail and other sectors</li> </ul>

Name	<b>Medhat AboelSoud</b>
Current Positions	<ul style="list-style-type: none"> <li>Chief Corporate Affairs Officer, BinDawood Holding</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>Bachelor of Science degree, Business Administration from Ain Shams University, Cairo, Egypt</li> <li>PMP, Certified</li> <li>Telecoms Mini MBA, Informa</li> </ul>
Previous Positions	<ul style="list-style-type: none"> <li>Director of PMO, BinDawood Holding</li> <li>Head of PMO, Kaplan, KSA</li> <li>Director of Customer Experience &amp; CRM, King Abdullah Economic City, KSA</li> <li>Director of Customer Experience, Mobily, KSA</li> </ul>
Experience	<ul style="list-style-type: none"> <li>Telecom, real estate, banking, retail and education services</li> </ul>



Name	Mohammed Belkhatte
Current Positions	<ul style="list-style-type: none"> <li>Chief Transformation Officer, BinDawood Holding</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>Executive MBA, Bradford University, UK</li> <li>Bachelor's degree IT, Engineering College of AMS, Netherlands</li> <li>Digital Transformation Certificate, MIT</li> </ul>
Previous Positions	<ul style="list-style-type: none"> <li>General Manager, Information Technology at Majid Al Futtaim, Carrefour, UAE</li> <li>IT Operation Manager at Majid Al Futtaim, Carrefour, UAE</li> <li>IT Security Manager at Majid Al Futtaim, Carrefour, UAE</li> <li>IT Consultant at Capgemini, The Netherlands</li> </ul>
Experience	<ul style="list-style-type: none"> <li>IT strategies and governance</li> <li>Digital transformation and innovation</li> <li>Cybersecurity and data governance</li> <li>Risk management and compliance</li> <li>Enterprise software development and deployment</li> <li>Change management and digital adoption</li> <li>Networking and telecommunication</li> <li>Infrastructure operations and cloud technology</li> </ul>
<b>Others</b>	
Other	<ul style="list-style-type: none"> <li>Note: The former Chief Operations Officer, Mr. Mark Anthony Lack, left the Company on 14 December 2023.</li> </ul>

### 3. Names of the companies inside and outside the Kingdom in which a Board member is a member of their current or previous Boards or a manager thereof

No.	Board of Directors Member Name	Names of Companies in Which the Member of the Board of Directors is a Director or Manager of its Current Board of Directors	Inside the Kingdom/ Outside the Kingdom	Legal Entity (Listed/ Unlisted/ Limited Liability)	Names of Companies in Which the Member of the Board of Directors was a Director or Manager of its Previous Board of Directors	Inside the Kingdom/ Outside the Kingdom	Legal Entity (Listed/ Unlisted/ Limited Liability)
1	Abdulrazzag Dawood BinDawood	BinDawood Holding Company	Inside	Listed			
		Danube Star for Bakeries and Marketing	Inside	Limited Liability			
		Abdullah Dawood BinDawood and Sons	Inside	Limited Liability			
		BinDawood Trading Company Limited	Inside	Limited Liability			
		National Leader For Real Estate	Inside	Limited Liability			
		Amwaj Real Estate Company Limited	Inside	Limited Liability			
		AlQimma Hotels Company Limited	Inside	Limited Liability			
		Abdulrazzag Dawood BinDawood and Partners Company Limited	Inside	Limited Liability			
		Suleiman Dawood BinDawood and Partners Company Limited	Inside	Limited Liability			
		Sarah Dawood BinDawood and Partners Company Limited	Inside	Limited Liability			
		Khalid Dawood BinDawood and Partners Company Limited	Inside	Limited Liability			
		Ismail Abdul Majed Hussain Trading Company Limited	Inside	Limited Liability			
		Asma Dawood BinDawood and Partners Company Limited	Inside	Limited Liability			
		Hajar Dawood BinDawood Company and Partners Limited	Inside	Limited Liability			
		Abdulkhaliq Dawood BinDawood and Partners Company Limited	Inside	Limited Liability			

No.	Board of Directors Member Name	Names of Companies in Which the Member of the Board of Directors is a Director or Manager of its Current Board of Directors	Inside the Kingdom/ Outside the Kingdom	Legal Entity (Listed/ Unlisted/ Limited Liability)	Names of Companies in Which the Member of the Board of Directors was a Director or Manager of its Previous Board of Directors	Inside the Kingdom/ Outside the Kingdom	Legal Entity (Listed/ Unlisted/ Limited Liability)
		Ismail BinDawood Sons and Partners Company Limited	Inside	Limited Liability			
		Tariq Abdullah BinDawood and Partners Company Limited	Inside	Limited Liability			
		Akasiya Star Trading Company Limited	Inside	Limited Liability			
		Future Field for Real Estate Company	Inside	Limited Liability			
		Builders Company Limited	Inside	Limited Liability			
		BinDawood Superstores Company	Inside	Limited Liability			
		Danube Company for Foodstuff and Commodities	Inside	Limited Liability			
		Safa Company for Household Ware	Inside	Limited Liability			
		International Applications Trading Company	Inside	Limited Liability			
		Danube Flower for Recruitment	Inside	Unlisted			
		Al Jumaira Marketing Company	Outside	Unlisted			
		AlMehar for Trading Company	Inside	Limited Liability			
		First Commercial Application Company	Inside	Limited Liability			
		Al Jumeirah Trading Company	Inside	Limited Liability			
		Al Jumeirah Beach Marketing Company	Inside	Limited Liability			
		Future Retail Information Technology Company	Inside	Limited Liability			
		Future Tech Retail France	Outside	Limited Liability			
2	AbdulKhalig Dawood BinDawood	BinDawood Holding Company	Inside	Listed			

No.	Board of Directors Member Name	Names of Companies in Which the Member of the Board of Directors is a Director or Manager of its Current Board of Directors	Inside the Kingdom/ Outside the Kingdom	Legal Entity (Listed/ Unlisted/ Limited Liability)	Names of Companies in Which the Member of the Board of Directors was a Director or Manager of its Previous Board of Directors	Inside the Kingdom/ Outside the Kingdom	Legal Entity (Listed/ Unlisted/ Limited Liability)
		Danube Star for Bakeries and Marketing	Inside	Limited Liability			
		Abdullah Dawood BinDawood and Sons	Inside	Limited Liability			
		BinDawood Trading Company Limited	Inside	Limited Liability			
		National Leader For Real Estate	Inside	Limited Liability			
		Amwaj Real Estate Company Limited	Inside	Limited Liability			
		AlQimma Hotels Company Limited	Inside	Limited Liability			
		Abdulrazzag Dawood BinDawood and Partners Company Limited	Inside	Limited Liability			
		Suleiman Dawood BinDawood and Partners Company Limited	Inside	Limited Liability			
		Sarah Dawood BinDawood and Partners Company Limited	Inside	Limited Liability			
		Khalid Dawood BinDawood and Partners Company Limited	Inside	Limited Liability			
		Ismail Abdul Majed Hussain Trading Company Limited	Inside	Limited Liability			
		Asma Dawood BinDawood and Partners Company Limited	Inside	Limited Liability			
		Hajar Dawood BinDawood Company and Partners Limited	Inside	Limited Liability			
		Abdulkhalig Dawood BinDawood and Partners Company Limited	Inside	Limited Liability			
		Ismail BinDawood Sons and Partners Company Limited	Inside	Limited Liability			
		Tariq Abdullah BinDawood and Partners Company Limited	Inside	Limited Liability			

No.	Board of Directors Member Name	Names of Companies in Which the Member of the Board of Directors is a Director or Manager of its Current Board of Directors	Inside the Kingdom/ Outside the Kingdom	Legal Entity (Listed/ Unlisted/ Limited Liability)	Names of Companies in Which the Member of the Board of Directors was a Director or Manager of its Previous Board of Directors	Inside the Kingdom/ Outside the Kingdom	Legal Entity (Listed/ Unlisted/ Limited Liability)
		Akasiya Star Trading Company Limited	Inside	Limited Liability			
		Future Field for Real Estate Company	Inside	Limited Liability			
		Builders Company Limited	Inside	Limited Liability			
		BinDawood Superstores Company	Inside	Limited Liability			
		Danube Company for Foodstuff and Commodities	Inside	Limited Liability			
		Safa Company for Household Ware	Inside	Limited Liability			
		Danube Flower for Recruitment	Inside	Unlisted			
		Al Jumaira Marketing Company	Outside	Unlisted			
		AlMehar for Trading Company	Inside	Limited Liability			
		First Commercial Application Company	Inside	Limited Liability			
		Al Jumeirah Trading Company	Inside	Limited Liability			
		Al Jumeirah Beach Marketing Company	Inside	Limited Liability			
		Almashaer Path Company Limited	Inside	Limited Liability			
3	Khalid Dawood BinDawood	BinDawood Holding Company	Inside	Listed			
		Danube Star for Bakeries and Marketing	Inside	Limited Liability			
		Abdullah Dawood BinDawood and Sons	Inside	Limited Liability			
		BinDawood Trading Company Limited	Inside	Limited Liability			
		National Leader For Real Estate	Inside	Limited Liability			
		Amwaj Real Estate Company Limited	Inside	Limited Liability			

No.	Board of Directors Member Name	Names of Companies in Which the Member of the Board of Directors is a Director or Manager of its Current Board of Directors	Inside the Kingdom/ Outside the Kingdom	Legal Entity (Listed/ Unlisted/ Limited Liability)	Names of Companies in Which the Member of the Board of Directors was a Director or Manager of its Previous Board of Directors	Inside the Kingdom/ Outside the Kingdom	Legal Entity (Listed/ Unlisted/ Limited Liability)
		AlQimma Hotels Company Limited	Inside	Limited Liability			
		Abdulrazzag Dawood BinDawood and Partners Company Limited	Inside	Limited Liability			
		Suleiman Dawood BinDawood and Partners Company Limited	Inside	Limited Liability			
		Sarah Dawood BinDawood and Partners Company Limited	Inside	Limited Liability			
		Khalid Dawood BinDawood and Partners Company Limited	Inside	Limited Liability			
		Ismail Abdul Majed Hussain Trading Company Limited	Inside	Limited Liability			
		Asma Dawood BinDawood and Partners Company Limited	Inside	Limited Liability			
		Hajar Dawood BinDawood Company and Partners Limited	Inside	Limited Liability			
		Abdulkhaliq Dawood BinDawood and Partners Company Limited	Inside	Limited Liability			
		Ismail BinDawood Sons and Partners Company Limited	Inside	Limited Liability			
		Tariq Abdullah BinDawood and Partners Company Limited	Inside	Limited Liability			
		Akasiya Star Trading Company Limited	Inside	Limited Liability			
		Future Field for Real Estate Company	Inside	Limited Liability			
		Builders Company Limited	Inside	Limited Liability			
		BinDawood Superstores Company	Inside	Limited Liability			
		Danube Company for Foodstuff and Commodities	Inside	Limited Liability			

No.	Board of Directors Member Name	Names of Companies in Which the Member of the Board of Directors is a Director or Manager of its Current Board of Directors	Inside the Kingdom/ Outside the Kingdom	Legal Entity (Listed/ Unlisted/ Limited Liability)	Names of Companies in Which the Member of the Board of Directors was a Director or Manager of its Previous Board of Directors	Inside the Kingdom/ Outside the Kingdom	Legal Entity (Listed/ Unlisted/ Limited Liability)
		Safa Company for Household Ware	Inside	Limited Liability			
		International Applications Trading Company	Inside	Limited Liability			
		Danube Flower for Recruitment	Inside	Unlisted			
		Al Jumaira Marketing Company	Outside	Unlisted			
		AlMehtar for Trading Company	Inside	Limited Liability			
		First Commercial Application Company	Inside	Limited Liability			
		Al Jumeirah Trading Company	Inside	Limited Liability			
		Al Jumeirah Beach Marketing Company	Inside	Limited Liability			
		Future Retail Information Technology Company	Inside	Limited Liability			
4	Tariq Abdallah BinDawood	BinDawood Holding Company	Inside	Listed			
		Abdullah Dawood BinDawood and Sons Company Limited	Inside	Limited Liability			
		Tariq Abdullah BinDawood and Partners Company Limited	Inside	Limited Liability			
		Danube Flower for Recruitment	Inside	Unlisted			
5	Walid Michel Majdalani	BinDawood Holding Company	Inside	Listed	Investcorp Bank B.S.C.	Outside	Listed
		Investcorp Saudi Arabia Financial Investments Co.	Inside	Listed	Orka Holding A.S.	Outside	Unlisted
		Al Yusr Industrial Contracting Company and its Subsidiaries	Inside	Listed	Hydrasun Group Holdings Ltd	Outside	Limited Liability
		Asia Food Growth Advisors Limited	Outside	Unlisted	Hydrasun Group Equipment Ltd	Outside	Limited Liability

No.	Board of Directors Member Name	Names of Companies in Which the Member of the Board of Directors is a Director or Manager of its Current Board of Directors	Inside the Kingdom/ Outside the Kingdom	Legal Entity (Listed/ Unlisted/ Limited Liability)	Names of Companies in Which the Member of the Board of Directors was a Director or Manager of its Previous Board of Directors	Inside the Kingdom/ Outside the Kingdom	Legal Entity (Listed/ Unlisted/ Limited Liability)
		Asia Food Growth Investment Manager Limited	Outside	Unlisted	Automak Automotive Company K.S.C.C	Outside	Joint stock company established in Kuwait
		Asia Food Growth Advisors (Hong Kong) Limited	Outside	Unlisted	Theeb Rent a Car Company	Inside	Listed
		Asia Food Growth IGP Limited	Outside	Unlisted			
		Viz Branz Holdings Pvt. Ltd.	Outside	Unlisted			
		Heritage Foods Limited	Outside	Unlisted			
		NDT and Corrosion Control Services Company	Inside	Listed			
		NAMET GIDA SANAYI VE TICARET A.S.	Outside	Unlisted			
		Nour Internet for Communication and Information Technology Company	Inside	Unlisted			
6	Abdulrahman Mohammed Albarrak	BinDawood Holding Company	Inside	Listed	MedGulf Insurance Company	Inside	Listed
		Alandalus Property Company	Inside	Listed	Leejam Sports Company	Inside	Listed
		Saudi Credit Bureau Company (SIMAH)	Inside	Unlisted			
		Thiqah Business Services Company	Inside	Limited Liability			
		Health Holding Company	Inside	Unlisted			
		Qarar Consultancy Company	Outside	Limited Liability			
		Dar Almajid Real Estate Company "Almajdiah"	Outside	Unlisted			
7	Khalid Mohamed Suliman Al-Tawil	BinDawood Holding Company	Inside	Listed	Naqel Company	Inside	Unlisted
		Saudi Credit Bureau (SIMAH)	Inside	Unlisted	Elm Company	Inside	Listed

No.	Board of Directors Member Name	Names of Companies in Which the Member of the Board of Directors is a Director or Manager of its Current Board of Directors	Inside the Kingdom/ Outside the Kingdom	Legal Entity (Listed/ Unlisted/ Limited Liability)	Names of Companies in Which the Member of the Board of Directors was a Director or Manager of its Previous Board of Directors	Inside the Kingdom/ Outside the Kingdom	Legal Entity (Listed/ Unlisted/ Limited Liability)
		Tasheel Company	Inside	Limited Liability			
		LEORON Professional Development Institute	Outside	Unlisted			
		Saudi Experts Co. for Training and Development	Inside	Unlisted			
		Cheeky Monkeys	Outside	Unlisted			
8	Faris Ibrahim Alrashed Alhumaid	BinDawood Holding Company	Inside	Listed	Dallah Health Services Company	Inside	Listed
		Elm Company	Inside	Listed	Alhassan Ghazi Ibrahim Shaker (Shaker)	Inside	Listed
		Digital Mobility Solutions Ventures Company	Inside	Limited Liability	Qassim Cement Company	Inside	Listed
		Ibrahim AlRashed Alhumaid Sons Company	Inside	Unlisted	Al-Saghyir Trading and Contracting Company	Inside	Unlisted
		SHL Finance Company	Inside	Listed	Abdullah Abdulaziz Al-Rajhi & Sons Holding Company	Inside	Unlisted
		Naseej for Technology Company	Inside	Listed	Binary Works Company	Outside	Limited Liability
		Tanami Arabia Company	Inside	Unlisted	Al-Mehbaj Al-Shamiya Company	Inside	Limited Liability
		Bostani Desert Company	Inside	Limited Liability	Lendo Saudi Company	Inside	Limited Liability
		Ratio Speciality Company	Inside	Limited Liability	Hala Company	Inside	Unlisted
		Dur Hospitality Company	Inside	Listed	Binary Works Company	Outside	Limited liability
		Medad Office Solutions	Inside	Limited Liability	Dur Hospitality Company	Inside	Listed
		Derayah Ventures Fund	Inside	Unlisted	Czech Rehabilitation Center	Inside	Limited Liability
		Derayah Private Equity Fund	Inside	Unlisted	Derayah Healthcare Fund	Inside	Unlisted
		Derayah Retail Fund	Inside	Unlisted	Riyadh Real Estate Fund	Inside	Unlisted
					Rawaj Education Fund	Inside	Unlisted

#### 4. Composition of the Board and classification of its members, as follows: Executive Director, Non-Executive Director, or Independent Director

##### The Company's Board of Directors:

Name	Position	Status
Abdulrazzag Dawood BinDawood	Chairman	Non-Executive
Abdulkhaliq Dawood BinDawood	Vice Chairman	Executive
Khalid Dawood BinDawood	Managing Director	Executive
Tariq Abdullah BinDawood	Director	Executive
Walid Michel Majdalani	Director	Non-Executive
Abdulrahman Mohammed Albarrak	Director	Independent
Khalid Mohamed Suliman Al-Tawil	Director	Independent
Faris Ibrahim Alrashed Alhumaid	Director	Independent

#### 5. Procedure taken by the Board to inform its members, particularly Non-Executive members, of the shareholder suggestions and remarks on the Company and its performance

The CEO informs the Board about investors' suggestions and comments regarding the Company and its performance. Board members are invited and encouraged to participate in all Earnings Calls, gaining first hand insights into the questions posed by analysts.

#### 6. A brief description of the competencies and duties of the committees, such as the Audit Committee, the Nomination and Remuneration Committee indicating their names, names of their chairmen, names of their members, the number of their respective meetings, dates of those meetings and the members' attendance

##### A. Audit Committee

###### 1. Brief

###### Audit Committee

The main tasks of the Audit Committee are to provide financial reporting oversight, to assess the adequacy and effective implementation of the internal control systems, and to make recommendations to the Board of Directors to improve and strengthen these systems to achieve the Company's objectives. The Committee is also responsible for reviewing risk management policies, the annual risk report, and risk mitigation plans before presenting them to the Board of Directors. Additionally, the Committee ensures compliance by the Company with the Corporate Governance Regulations and Practices issued by the CMA and the Company's Corporate Governance Manual and Policy.

In fulfilling the above mandate, the scope of the Committee's work includes, among other things:

- Analysing the Company's interim and annual financial statements before presenting them to the Board and providing its opinion and recommendations in relation to their integrity, fairness and transparency. This entails:
  - Examining the accounting policies followed by the Company and ensuring they are in accordance with relevant accounting standards and have been properly applied.
  - Examining the basis on which significant accounting estimates have been made and ensuring they reflect the commercial reality.
  - Reviewing any exceptional and non-recurring transactions and ensuring they are properly reflected in the financial statements.
  - Holding discussions with the Company's External Auditors to fully understand matters of critical accounting judgement and estimating the manner in which the auditors have dealt with them.
  - Carrying out a thorough review of the financial statements, the Board reports and any communications issued by the Company in relation to interim results to ensure that they are fair and balanced and contain information that allows shareholders and investors to assess the Company's financial position, performance, business model and strategy.
- Investigating any issues raised by the Company's Chief Financial Officer or any person assuming his/her duties, the Company's Compliance Officer or External Auditor.
- Examining and reviewing the Company's internal financial control and risk management systems.
- Analysing the internal and external audit reports and following up on the implementation of the recommendations and corrective measures highlighted in such reports.

5. Monitoring and overseeing the performance and activities of IAD to ensure the availability of the necessary resources and their effectiveness in performing the assigned duties and activities.
6. Providing recommendations to the Board on the appointment and remuneration of personnel for the IAD.
7. Providing recommendations to the Board on the appointment and the remuneration of the External Auditor after having verified their independence, reviewed and determined their scope of work and assessed their competence.
8. Assessing the performance of the External Auditor at the end of each year and making recommendations to the Board in relation to their continuance, subject to meeting any mandatory rotational rules.
9. Reviewing the findings of the reports of supervisory authorities and ensuring that the Company has taken the necessary actions in connection therewith.
10. Ensuring the Company's compliance with the relevant laws, regulations, policies and instructions.
11. Evaluating Related Party transactions and providing assurance to the Board that they have been conducted on an arm's length basis.
12. Developing a strategy and comprehensive policies for risk management that are consistent with the nature and volume of the Company's activities, monitoring their implementation, and reviewing and updating them based on internal and external factors.
13. Reviewing the organizational structure for risk management to ensure it is adequately staffed with people having the right experience.
14. Making recommendations to the Board regarding risk management.

The Audit Committee comprises three members appointed by the Ordinary General Assembly for a period of three years.

#### Audit Committee Members

No.	Name	Title
1	Abdulrahman Mohammed Albarrak	Chairman
2	Abdulaziz Mohammed Almulhim	Member
3	Amer Abbas Shaker	Member

#### 2. Attendance

##### Audit Committee Meeting Attendance (2023)

Members	13 February	28 March	21 May	10 August	6 November
Abdulrahman Mohammed Albarrak	*	*	*	*	*
Abdulaziz Mohammed Almulhim	*	*	*	*	*
Amer Abbas Shaker	*	*	*	*	*

#### B. Nomination and Remuneration Committee

##### 1. Brief

##### Nomination and Remuneration Committee

The main function of the Nomination and Remuneration Committee is to identify qualified candidates for membership of the Board of Directors, who meet the conditions set for membership. The Committee is also responsible for reviewing the appointment of key management employees, benchmarking and establishing the remuneration packages of the key executives and developing an overall remuneration policy for the Company. The scope of the Committee's work includes all actions that enable it to fulfil its functions.

In fulfilling the above mandate, the scope of work of the Committee includes, among other things:

1. Identify qualified candidates and nominate them to the Board of Directors.
2. Conduct an annual review of Board membership requirements, which shall include the candidates' capabilities, experience and availability to fulfil their Board responsibilities.
3. Review the structure of the Board and propose required changes thereto which are beneficial to the Company.
4. Determine the strengths and weaknesses of the Board and propose required changes thereto which are beneficial for the Company.
5. Nominate candidates for the positions of CEO and Managing Director, as well as nominate Committee members for approval by the Board of Directors or the General Assembly.
6. Review the approval policies and procedures for Board membership prior to their adoption through the General Assembly.
7. Monitor the independence of independent Board members and monitor any conflicts of interest on an annual basis.
8. Review the preparatory materials and training courses designed for new Board members.
9. Establish clear policies regarding the remuneration of managers and senior executives.
10. Review and propose plans for the assumption of key executive functions.

11. Review and approve the Company's overall structure of rewards and privileges, including employment grades, structure of wages and privileges, as well as rewards and incentives associated with performance.
12. Approve changes to the remuneration of the CEO and recommend changes to the remuneration of the Managing Director, members of the Board of Directors and members of the various Board committees.
13. Approve extraordinary remuneration (signing or performance bonuses) for the CEO and senior executives.

The Nomination and Remuneration Committee shall consist of at least three members appointed by the Company's Board of Directors for a period of three years.

#### Nomination and Remuneration Committee Members

No.	Name	Title
1	Khalid Mohamed Altawil	Chairman
2	Abdulrazzag Dawood BinDawood	Member
3	Thamer Saeed Althubaiti	Member

#### 2. Attendance

##### Nomination and Remuneration Committee Meeting Attendance (2023)

No.	Members	9 February	15 June	17 October	21 December
1	Khalid Mohamed Altawil	*	*	*	*
2	Abdulrazzag Dawood BinDawood	*	*	*	*
3	Thamer Saeed Althubaiti	*	*	*	*

#### C. Executive Committee

##### 1. Brief

##### Executive Committee

The primary purpose of the Executive Committee is to assist the Board of Directors in giving direction to the policy, strategy, business and affairs of the Company and its subsidiaries. The overarching principle is that the Committee's role should be complementary to that of Executive Management and should not become a substitute for, or an intrusion on, the role and authority of Executive/Operational Management.

In fulfilling this mandate, the scope of work of the Committee includes, among other things:

1. Assist Executive Management in formulating strategy and preparing 3-5 years' business plans that reflect the agreed strategy.
2. Monitor performance against the strategy and business plans.
3. Review and recommend for approval to the Board of Directors operating, capital expenditure and other studies or plans that will have a significant impact on the operations of the Company.
4. Assist the Board in performing activities and tasks delegated to it by the Board of Directors to facilitate the smooth operation of the Company.
5. Approve transactions in accordance with the Company's Authority Matrix.
6. Review the Authority Matrix annually and recommend changes based on experience and any changes in management structure or trading conditions.
7. Review and understand the financial performance of the business and ensure that reports on financial performance submitted to the Board, other than reports required to be sent by the Audit Committee to the Board, are accurate and meaningful.

The Executive Committee comprises four members appointed by the Board of Directors for a period of three years.

#### Executive Committee Members

No.	Name	Title
1	Abdulrazzag Dawood BinDawood	Chairman
2	AbdulKhalig Dawood BinDawood	Member
3	Walid Michel Majdalani	Member
4	Nitin Khanna	Member

**2. Attendance****Executive Committee Meeting Attendance (2023)**

Members	06 March	18 May	07 August	05 November
Abdulrazzag Dawood BinDawood	*	*	*	*
AbdulKhalig Dawood BinDawood	*	*	*	*
Walid Michel Majdalani	*	*	*	*
Nitin Khanna	*	*	*	*

**D. Governance Committee\*****1. Brief****Governance Committee**

The main objective of the Governance Committee is to assist the Board of Directors in enhancing the effectiveness of the general governance framework and compliance in the Company, without conflicting with any of the rules governing the work of other committees of the Board.

In fulfilling this mandate, the scope of work of the Committee includes, among other things:

1. Ensuring that the Company's compliance with the regulations issued by the CMA, and any applicable laws and regulations.
2. Reviewing and updating governance regulations and policies to align with regulatory requirements and best practices.
3. Verifying the presence of adequate policies and procedures to ensure the Company and Executive Management's adherence to the regulations, the Committee's Charter and their obligation to disclose essential information to shareholders and stakeholders.
4. Monitoring employees' compliance with applicable regulations, Company policies and procedures.
5. Reviewing and developing the Company's code of professional conduct, internal policies, and procedures in line with best practices and Company needs, including governance policies and procedures, by-laws, Delegation of Authority (DOA), and departmental standard operating procedures.
6. Keeping Board members informed of developments in the corporate governance field and the best professional practices.
7. Ensuring the competency of Executive Management responsible for governance and compliance frameworks.
8. Approving and monitoring the execution of action plans related to implementing governance and compliance frameworks in the Company, ensuring their effectiveness through periodic updates.

The Governance Committee comprises three members appointed by the Board of Directors for a period of three years.

**Governance Committee Members**

No.	Name	Title
1	Abdulrahman Mohammed Albarrak	Chairman
2	Adil Mohammed Jamjoom	Member
3	Faris Ibrahim AlRashed Alhumaid	Member

\* In the Board of Directors meeting held on 22 May 2023, it was resolved to cancel the Governance Committee due to the Company's high level of maturity in governance.

**2. Attendance****Governance Committee Meeting Attendance (2023)**

Members	16 May
Abdulrahman Mohammed Albarrak	*
Adil Mohammed Jamjoom	*
Faris Ibrahim AlRashed Alhumaid	*

**7. Where applicable, the means used by the Board to assess its performance, the performance of its committees and members and the external body that conducted the assessment and its relation with the Company, if any**

BinDawood undertook a formal assessment of the Board, Board Committees, Meetings, Directors and Chairman during 2023. The review was performed by Governance Compass ('Compass'), an independent, specialist consulting firm with which BinDawood does not have any commercial relationships.

The assessment was conducted through surveys and structured, one-on-one interviews with 16 people: 8 Board Members, 4 External Committee Members, top management and the Board Secretary.

A comprehensive report presenting key strengths and areas for improvement was presented to the NRC, and a summary report shared with the Board. Overall, the Board of BDH is regarded by its Directors as effective, while presenting opportunities for further improvement. The comprehensive report included recommendations and a time-bound action plan, with specific actions and initiatives for the Board to consider as it strives to further raise its effectiveness throughout its current term and beyond.

**8. Disclose the remuneration of the Board members and Executive Management as stated in Article (90) of these Regulations****Remuneration of Directors and Senior Executives**

Set out below are the details of the remuneration paid to Directors and Senior Executives:

The remuneration of the Board and Senior Executives is determined based on the following principles:

1. It should be in compliance with all relevant laws and regulations, including official decisions and instructions issued by the relevant authorities, and the by-laws of the Company.
2. It should be fair, non-discriminatory and commensurate with the roles, responsibilities, expertise and experience of the individual, and attractive enough to retain talent.
3. The remuneration should have been reviewed and vetted by the Nomination and Remuneration Committee.
4. Any variable element should be based on well-defined key performance indicators, in line with market norms and commensurate with the contribution made by the individual.

**Board of Directors' Remuneration – 2023**

Names	Position	Amount in SAR		
		Fixed	Variable	Total
Abdulrazzag Dawood BinDawood**	Chairman	2,625,002	–	2,625,002
AbdulKhalig Dawood BinDawood*	Vice Chairman	–	–	–
Khalid Dawood BinDawood*	Managing Director	–	–	–
Tariq Abdullah BinDawood*	Chief Development Officer	–	–	–
Walid Michel Majdalani*	Non-Executive	–	–	–
Abdulrahman Mohammed Albarrak	Independent	226,243	47,500	273,743
Faris Ibrahim AlRashed Alhumaid	Independent	226,243	52,500	278,743
Khalid Mohamed Al-Tawil	Independent	226,243	52,500	278,743
<b>Total</b>		<b>3,303,731</b>	<b>152,500</b>	<b>3,456,231</b>

\* The Board Members waived their remuneration for 2023.

\*\* The Chairman is entitled to receive the fixed remuneration of SAR 5 million per annum, with effect from the date of approval by General Assembly, i.e. 22 June 2023.

**Nomination & Remuneration Committee's Remuneration – 2023**

Names	Position	Amount in SAR		
		Fixed	Variable	Total
Khalid Mohamed Al-Tawil	Chairman	107,238	26,000	133,238
Abdulrazzag Dawood BinDawood*	Member	–	–	–
Thamer Saeed Althubaiti	Member	76,243	20,000	96,243
<b>Total</b>		<b>183,481</b>	<b>46,000</b>	<b>229,481</b>

\* The Committee Member waived his remuneration for 2023.

**Audit Committee's Remuneration – 2023**

Names	Position	Amount in SAR		
		Fixed	Variable	Total
Abdulrahman Mohammed Albarrak	Chairman	126,243	47,500	173,743
Walid Michel Majdalani*	Member	–	–	–
Abdulaziz Almulhim	Member	76,243	25,000	101,243
Amer Abbas Shaker	Member	76,243	25,000	101,243
<b>Total</b>		<b>278,729</b>	<b>97,500</b>	<b>376,229</b>

\* The Committee Member waived his remuneration for 2023.

**Governance Committee's Remuneration – 2023**

Names	Position	Amount in SAR		
		Fixed	Variable	Total
Abdulrahman Mohammed Albarrak	Chairman	19,643	8,000	27,643
Adil Jamjoom	Member	15,714	5,000	20,714
Faris Ibrahim AlRashed Alhumaid	Member	15,714	5,000	20,714
<b>Total</b>		<b>51,071</b>	<b>18,000</b>	<b>69,071</b>

\* The Committee was dissolved with effect from 22nd May 2023.

**Executive Committee's Remuneration – 2023**

Names	Position	Amount in SAR		
		Fixed	Variable	Total
Abdulrazzag Dawood BinDawood <sup>1</sup>	Chairman	–	–	–
AbdulKhalid Dawood BinDawood <sup>1</sup>	Member	–	–	–
Walid Michel Majdalani <sup>1</sup>	Member	–	–	–
Nitin Khanna <sup>2</sup>	Member	100,000	20,000	120,000
<b>Total</b>		<b>100,000</b>	<b>20,000</b>	<b>120,000</b>

<sup>1</sup> The Committee Member waived his remuneration for 2023.

<sup>2</sup> The Committee Member received his remuneration for 2023.

**Executive Management's Remuneration – 2023**

	Amount in SAR					Total
	Fixed			Variable		
	Salaries	Allowances	Total	Salaries	End of Service Benefits	
	<b>25,711,968</b>	<b>4,065,828</b>	<b>29,777,796</b>	<b>200,000</b>	<b>1,268,582</b>	<b>31,246,378</b>

This table includes the total remuneration of the Company's top five senior executives including the CEO and CFO.

Allowances include: leave, education, car, medical, ticket allowances and bonus payments.

Remuneration for CEO is included with effect from 9 March 2023.

Note: The Company maintained a car for one executive.

**9. Any punishment, penalty, precautionary procedure or preventive measure imposed on the Company by the Authority or any other supervisory, regulatory or judiciary authority, describing the reasons for non-compliance, the imposing authority and the measures undertaken to remedy and avoid such non-compliance in the future**

BinDawood Holding is committed to the highest standards of governance and compliance. The Company has not incurred any penalties, precautionary procedures or preventive measures imposed by any government body, supervisory, regulatory or judicial body to report for the year 2023.

**10. Results of the annual review of the effectiveness of the internal control procedures of the Company and the opinion of the Audit Committee with respect to the adequacy of the Company's internal control system**

The management of the Company is responsible for establishing and maintaining an adequate and efficient internal control system. This system comprises policies, procedures and processes designed in consultation with the Audit Committee and the Board of Directors to achieve the Company's strategic objectives.

The scope of the IAD, independent from line management, comprises evaluating the competency and efficacy of the internal control system throughout the Company and assessing compliance with established policies and procedures. All significant findings of the IAD are reported to the Audit Committee.

Rigorous and integrated efforts are made by all departments of the Company to avoid and rectify any control deficiencies. The procedures are continuously reviewed and streamlined to improve the control environment.

Each department, under the Executive Management's supervision, is delegated the responsibility to oversee rectification of control deficiencies identified by IAD.

The Company's internal control system has been designed to provide reasonable assurance to the Audit Committee, the Board and the Management that risks are adequately managed to achieve the Company's long-term objectives. However, internal control systems, despite being well designed, have inherent limitations which may not necessarily result in the identification of all control deficiencies.

The Audit Committee reviewed the updated inherent risk assessment report prepared by the Risk Management department, along with other internal audit reports from various departments, prepared by the Internal Audit Team.

In light of the aforementioned scope of work, and based on the periodic review reports submitted by the Company's IAD, the External Auditor, the Executive Management of the Company, and the Management's assurances about the integrity of the Company's control system, the Audit Committee is of the opinion that the Company's internal control systems are efficient and adequate and that there are no pervasive weaknesses in the control environment which may affect the accomplishment of strategic goals.

**11. The Audit Committee's recommendation on appointing an internal auditor for the Company, if it has made such recommendation in the last financial year**

The Company already has an in-house team performing all the necessary internal audit activities.

**12. The Audit Committee's recommendation with conflict with Board resolution, or those which the Board disregards relating to the appointment, dismissal, assessment or determining the remuneration of an external auditor, as well as justifications for those recommendations and reasons for disregarding them**

During 2023, there were no instances of conflict between the Audit Committee's recommendations and Board resolutions regarding any matter, including the appointment and remuneration of the External Auditor.



### 13. Details of the Company's social and environmental contributions, if any

The Company prioritises its environmental and social responsibilities and has made further progress in a number of relevant areas related to these important issues during 2023. Further details of these initiatives are set out in this Annual Report within the 'Environmental and Social Overview' section.

### 14. A list of the dates of the General Assembly meetings held during the last fiscal year and the names of the Board members who attended them

#### General Assembly Meeting Attendance (2023)

Members	22 June
Abdulrazzaq Dawood BinDawood	*
AbdulKhalid Dawood BinDawood	*
Khalid Dawood BinDawood	*
Tariq Abdullah BinDawood	*
Walid Michel Majdalani	X
Abdulrahman Mohammed Albarrak	*
Khalid Mohamed Altawil	*
Faris Ibrahim Alrashed Alhumaid	*

### 15. A description of the main scope of business of the Company and its affiliates. If there are two or more, a statement showing each activity and how it affects the Company businesses and results shall be attached

#### Company Overview

BinDawood Holding is one of the leading grocery retail operators of hypermarkets and supermarkets in the Kingdom of Saudi Arabia, and the first retail grocery operator in the Kingdom to offer online sales through the Danube App, a mobile phone application and online platform. As of 31 December 2023, the Company has a total of 87 stores, comprising 55 hypermarkets, 25 supermarkets and 7 express stores each located strategically across KSA and the Kingdom of Bahrain. The stores operate under two complementary brands: BinDawood and Danube.

#### The Company's subsidiaries

##### Danube Company for Foodstuff and Commodities

Danube Company for Foodstuff and Commodities (Danube) is a Limited Liability Company registered in KSA under Commercial Registration number 4030093169, dated 25 January 1993. The registered office of Danube is located in Jeddah, KSA.

Danube operates and manages Danube stores, which target premium segment consumers in the Kingdom. As at 31 December 2023, Danube's portfolio included 62 stores/branches spread across Saudi Arabian cities including Riyadh, Jeddah, Dammam, Khobar, Makkah, Khamis Mushait, Taif, Jizan, Al Ahsa, and outside the Kingdom of Saudi Arabia, the branch in the Kingdom of Bahrain (Al Hamalah).

##### BinDawood Superstores Company

BinDawood Superstores Company (BinDawood) is a Limited Liability Company registered in KSA under Commercial Registration number 4031063164, dated 26 June 2011. The registered office of BinDawood is located in Makkah, KSA.

BinDawood operates and manages BinDawood stores, which target value segment consumers in the Kingdom. As at 31 December 2023, BinDawood's portfolio included 25 stores/branches spread mainly across Makkah, Madinah and Jeddah.

##### Danube Star for Bakeries and Marketing

Danube Star for Bakeries and Marketing Company Limited (Danube Star) is a Limited Liability Company registered in Jeddah, KSA under commercial registration No. 4030086333, dated 13 April 1992. The registered office of the Company is located in Jeddah, KSA.

Danube Star manufactures bakery products and operates in the fruit and vegetable segment, selling its confectionery products through Danube and BinDawood stores.

#### Future Retail for Information Technology Company

Future Retail for Information Technology Company (FRIT) is a Limited Liability Company registered in Jeddah, KSA under commercial registration number 4030448008, dated 26/05/1443H (corresponding to 30 December 2021). The Company specialises in providing solutions, services and technical projects that assist companies in capitalising on investment opportunities through establishing new companies and acquiring existing entities to achieve long-term goals and strategy.

- FRIT owns a 62% majority of the International Application Trading Company (IATC). IATC's main activity is providing information technology and communication services to the group. FRIT operates Danube, BinDawood and WardStation mobile phone applications and online platforms.
- FRIT owns 86.53% of the shares of Future Tech Retail-France (FTRF). FTRF's main activity is acquiring and managing investments in subsidiaries.
- In 2022, FTRF acquired Ykone S.A.S, a company engaged in providing market influencer and digital marketing services, along with 8 of its subsidiaries located in several countries including UAE, KSA, Italy, and Switzerland.
- In 2023, Ykone S.A.S increased its ownership stake by 37.5% in Ykone Asia Limited and by 15% in New Media Agency (Italy). Consequently, Ykone Asia Limited became a subsidiary of Ykone S.A.S, leading to BDH's effective shareholding increasing to 53.33% in Ykone Asia Limited and 56.31% in New Media Agency (Italy).

#### BDH International Holding Limited

In 2023, BDH International Holding Limited was established, with its registered office situated in the Abu Dhabi Global Market. The purpose of this entity is to acquire and hold operating businesses in different emirates of the UAE. This entity will collect dividends and interest income from the operating businesses and transfer these to the ultimate parent. The SPV will only be used as a passive entity and will not engage in economic or commercial business activities, unless such SPV is converted into an operational entity and the relevant license amendment has been approved by the Registrar.

### 16. A description of the Company's significant plans and decisions (including changes to the structure, expansion of the Company's operations or the halting thereof) and future expectations

#### Future Plans and Growth Opportunities

The Company is actively engaged in an expansion initiative, aiming to open 5-6 stores annually until 2024. The introduction of dark stores has been instrumental in seizing a foothold in the online market space, representing a strategic manoeuvre that can significantly bolster overall business competitiveness and sustainability in the contemporary marketplace. Additionally, the Company has extended its reach in the express store segment by establishing a presence in two new locations. Given the current demand for this segment, BDH is actively pursuing a strategy to persistently roll out express stores at strategically chosen locations.

#### Geographical Expansion

##### Expansion in Saudi Arabia

The Company is currently in the fourth year of a five-year plan, aiming to extend its geographical reach and strengthen its presence in all operational regions within Saudi Arabia, encompassing the Western Region, Central Region, and Northern Region. Specifically, the management has devised a comprehensive national rollout plan to enhance the Company's nationwide footprint. This plan utilises the adaptability of the Company's dual brand model and format, facilitating the continued expansion of the existing network of BinDawood and Danube stores. Nevertheless, the primary focus is on the expansion of stores under the Danube brand. Details outlining the new stores scheduled for opening in 2024 are provided in the table below.

#### Sites for Future Properties

The Company outlines its plan to inaugurate new stores in Saudi Arabia in 2024. Additionally, there are plans to further roll out specific number of dark stores, with the launch of a mega dark store anticipated in mid-2024. This strategic initiative is geared towards reinforcing our presence in the swiftly expanding online market.

**New Stores, Office, Warehouse and Dark Stores**

No.	Brand	Type	Name	Location	Expected Total Area (m <sup>2</sup> )	Expected year of operation
1	Danube	Express	Harithiya	Jeddah	620	2024
2	Danube	Supermarket	Clock Tower Abraj ul Bait	Mecca	1,158	2024
3	Danube	Supermarket	Hamra Avenue	Jeddah	5,186	2024
4	Danube	Supermarket	Al Rawdah	Jeddah	6,007	2024
5	Danube	Hypermarket	North Gate	Jeddah	8,327	2024
6	BinDawood	Supermarket	SOUQ 7	Jeddah	3,317	2024
7	BinDawood	Supermarket	Zahra Mall	Medina	4,878	2024
8	Danube	Hypermarket	Jawahrat Sultana Avenue	Medina	9,738	2024
9	Danube	Express	Safwa Abraj	Jeddah	462	2024
10	Danube	Supermarket	Salam Garden	Medina	1,100	2024

**Further acquisition and Growth of Ykone's business**

In 2023, Ykone S.A.S increased its ownership stake by 37.5% in Ykone Asia Limited and by 15% in New Media Agency (Italy). Consequently, Ykone Asia Limited attained subsidiary status under Ykone S.A.S, resulting in BDH's effective shareholding increasing to 53.33% in Ykone Asia Limited and 56.31% in New Media Agency (Italy). Furthermore, Ykone reported a 184.8% overall growth in business in 2023, projecting promising revenue expansion in the future through strategic and innovative campaigns utilising cutting-edge technologies and targeted online platforms. This strategic investment positions the Company to leverage the growth of retail e-commerce through digital marketing and reinforce the depth of its e-commerce value chain.

**Growth of the Company's online sales**

The Company is strategically expanding its network of dark stores across KSA to enhance customer experience through fast delivery and a 100% fulfillment rate. Dedicated dark stores for online operations under IACo will improve inventory management accuracy and provide live displays for customers. Additionally, the plan includes increasing the number of stock keeping units (SKUs) in each store to offer customers more choices. Moreover, the Company is set to launch its first fully automated business-to-business (B2B) Mega Dark Store in Bahrah, Jeddah in 2024. This move will increase capacity to meet online operation needs and boost revenue. The Company plans to operate 10 such automated stores across KSA in the coming years, strategically located in different cities based on demand. Furthermore, the Company is exploring opportunities in the Fintech sector to enhance customer experience and provide more payment gateway options.

**Company Loyalty Program**

The customer loyalty programme has demonstrated sustained success and growth within the Company. The programme flourished with an expanded range of privileges and benefits, witnessing increased enrolment and active engagement from our valued customers. The seamless integration of the loyalty programme into the Company's e-commerce platforms, including Danube and BinDawood Apps, continued to empower customers to accrue points across various touchpoints within our Danube and BinDawood points of sale. This ongoing success underscores the programme's significance in fostering customer loyalty and contributing positively to the Company's overall performance.

We have achieved remarkable success in onboarding over 4.7 million customers into our loyalty programme, with an impressive 939,000 fully registered customers actively utilising our Danube/BinDawood Apps since its inception. This accomplishment has not only significantly expanded our customer base but has also introduced valuable key performance indicators to our business.

Equipped with advanced tools, we have initiated customer segmentation based on various factors, including spending volume, preferences, gender, age, nationality, and more. This strategic approach allows us to tailor our services and promotions to meet the unique needs of different customer segments, enhancing their overall experience.

An encouraging outcome of our loyalty programme's effectiveness is the notable increase in sales attributed to loyal customers. This underscores the programme's success in fostering customer loyalty, driving increased sales, and contributing positively to the overall growth and sustainability of our business.

**17. Information on any risks facing the Company (operational, financial or market related) and the policy of managing and monitoring these risks**

Set out below are the principal operational, financial and market-related risks faced by the Company and the manner in which it seeks to manage/mitigate these risks. The commentary does not include risks arising from force majeure events that are endemic to every business, or risks that are not material to the Company's operations in terms of their impact on financial performance, as discussed more fully in the Financial Risk section.

**Operational Risk****1. Interruptions/outages in the Company's IT network or cloud systems**

The Company's ability to attract and retain customers, to accurately monitor its operations and costs, and to compete effectively depends upon the sophistication and reliability of its IT network, availability of its cloud services, and, in particular, its bespoke IT management system for tracking all transactions completed at the Company's stores.

In recognition of the importance of this infrastructure, a designated IT team monitors and records all transactions along with a backup service. Furthermore, the Management has restructured the IT department to put more stringent controls over the Company's business processes. In addition, a dedicated Information Security function is working to ensure and support the implementation of adequate Information Security programs and initiatives within the organization.

**2. Supply chain disruption**

Disruptions to the delivery of products to the Company's warehouses and stores may occur for reasons such as:

- Poor handling or transportation bottlenecks, which could lead to delayed or lost delivery, or damaged products.
- Material shortages or unavailability of particular products demanded by customers due to disruptions to the Company's supply chain.

These risks are accentuated by the fact that a significant proportion of the products supplied by the Company at its stores are imported.

If there was a significant interruption of operations at one or more of the stores or online operations due to the Company's inability to source its product requirements on a timely basis, its revenues and profitability would be affected, which would adversely and materially affect the Company's business, financial condition and prospects.

While it is not possible to mitigate the supply chain risk completely since it relates to factors outside its direct control, the Company has sought to manage this risk as follows:

- By maintaining a strong relationship with its suppliers based on trust created through long association. The Company's strong cash position allows it to make payments to its suppliers on time, enabling it to secure some priority/preference in relation to the supply of goods.
- The Company has a sophisticated inventory management system that allows it to forecast and plan its product requirements with a fair degree of certainty.
- The Company leverages a high level of flexibility in its sourcing, logistics, and warehousing strategies. It is equipped with comprehensive centralised logistics operations, featuring two refrigerated warehouses centrally located in Jeddah and Riyadh. Coupled with its robust fleet of vehicles, this infrastructure enables the Company to proactively order and store goods in preparation for potential shortages or disruptions in the supply chain, ensuring efficient distribution across its store network.

**3. Availability of good locations**

As the Company expands its store network, it becomes increasingly difficult to secure good locations at reasonable rentals whilst minimising cannibalisation at existing stores.

The Company has access to good locations through its relationship with leading real estate developers in the Kingdom, including Amwaj Real Estate Company Limited, a Related Party with whom lease arrangements are made on an arm's length basis. The Company has a fully-fledged department for the identification and development of new stores. There is a proven methodology for assessing the viability of new stores and the investment case is reviewed and tested by the Executive Committee before any commitment is made.

#### 4. Disruption to traditional brick and mortar business as a result of the marked shift to online shopping

The transition to online grocery shopping, driven by its convenience, time-saving benefits, accessibility, wide variety of options, ease of price comparison, contactless shopping experience, convenient delivery options, special discounts, environmental appeal, accessibility for those with mobility challenges and untapped potential of dark stores has led to a proliferation of online operators. However, this shift could potentially result in a decline in traditional brick-and-mortar store business.

Recognising the impact of the growing trend of online shopping, the Management took proactive measures last year by acquiring a majority stake in IACo. Looking ahead, the Company plans to strategically expand its network of dark stores across KSA. Furthermore, the Company is gearing up to launch its first fully automated Mega Dark Store in 2024. This strategic initiative aims to enhance capacity to meet the demands of online operations, drive revenue growth, and improve inventory management and fulfilment rates.

#### 5. Product liability

Defective products or food products unfit for consumption sold through the Company stores could result in loss of custom, reputation and sales.

The Company has introduced stringent quality controls to minimise the incidence of defective/unfit products. In any case, under its contract with its suppliers the liability, if any, for defective/unfit products is in most cases borne by the supplier.

#### 6. Human Capital Risk

Risks associated with human actions are given only cursory attention until "something bad happens". Unfortunately, when one of these risks contributes to a loss, it can be very costly in terms of brand, reputation, morale, or revenue. Human capital risks commonly stem from these five critical areas: Complacency, Turnover, Occupational Fraud, Catastrophic Workplace Events, and Negligent Hiring or Retention.

The Company realises the gravity of these risks and, by way of mitigation, a dedicated risk management department is in place to create a culture that embraces enterprise risk management including human resources activities. Additionally, the Company has developed policies (code of conduct, whistleblowing mechanism etc.) to manage such risks and also conducted trainings for awareness purposes.

#### Financial Risk

Certain common financial risks associated with a business, as set out below, do not manifest themselves in a significant manner in the Company's operations and therefore have not been discussed in detail.

- Fluctuations in foreign currency: Most of the Company's purchases are denominated in SAR or USD, to which the SAR is pegged. Sales are solely in SAR. The total value of purchases in currencies other than SAR and USD constituted less than 1% of total purchases during 2023.
- Credit risk: During 2023, credit sales constituted approximately 6.3% of total sales and most of these sales were made to Government or quasi-sovereign entities with whom the Company has a long-standing relationship and no history of any default. The credit risk related to monies held with financial institutions is negligible since these institutions enjoy a high credit rating.
- Interest rate risk: The Company has no debt and, therefore, is not exposed to any interest rate risk. Theoretically, there is an interest rate risk attached to the monies it puts on deposit with financial institutions from time to time but this is negligible having regard to the very low profit rate paid on them.
- Liquidity risk: As at 31 December 2023, the Company had no debt, and cash and bank balances of SAR 532.4 million, eliminating any liquidity risk in the foreseeable future.

Based on the foregoing, the main financial risks to which the Company is exposed are discussed below

##### 1. Company's reliance on certain key suppliers

The Company's top 25 suppliers represented a substantial amount of the total gross purchases made by the Company during 2023. If any one of the Company's key suppliers fails to renew its supply agreement with the Company or renews on less favourable terms for the Company, the Company's business, results of operations and financial condition could be affected adversely.

The Company has a long-standing relationship with most of its suppliers and, given the volume of purchases it makes from these suppliers on an annual basis, it enjoys a certain degree of countervailing power as well. In addition, Management has taken all necessary steps to retain key suppliers by signing contractual agreements and maintaining regular communication with them.

#### 2. Sustainability of the Company's Supplier Support Incentives

The Company's financial performance and profitability is quite dependent on Supplier Support Incentives it receives, such as rental for display shelves, branch opening fees and volume-based discounts for the aggregate value of goods purchased by the Company.

Whilst there is an inherent risk in predicting Supplier Support Incentives, the Company manages this risk by entering into contractual arrangements with suppliers in relation to these incentives and by constantly monitoring performance against defined thresholds, thereby ensuring that revenue from this source is recognised appropriately in the financial statements.

#### 3. Related Party transactions

The Company maintains ongoing business relationships with several Related Parties. To the extent that the Company enters into contracts with any Related Parties which are not on arm's length terms and/or in the event that such transactions transfer undue benefits to Related Parties of the Company, the Company's costs and revenues would be negatively impacted.

The Management deals with Related Parties through signed agreements, prepared on an arm's length basis, which cover all the key risk areas such as pricing, profit margin and other associated terms and conditions. The Company developed a comprehensive policy governing all Related Party Transactions and payments, which are reviewed by the Audit Committee and approved by the Board under the mandate granted by the General Assembly.

#### Market Related

##### 1. Macro-economic factors

Given that the Company operates in a sector that directly or tangentially touches the life of every consumer, it is more exposed to macro-economic factors than most other industries. Any change in economic or fiscal conditions that adversely impact the purchasing power of consumers will have a consequential negative affect on the Company's business. Examples of such factors are inflation, higher tax rates, retrenchments and/or reduction in salaries which in turn are linked more closely to the broader state of the local economy and, more distantly, to the international economy.

The grocery sector has a certain inherent resilience since it caters to the basic requirement of every customer that will need to be met. Whilst it is not possible for the Company to completely insulate itself against macro-economic factors, it seeks to mitigate their adverse impact by closely monitoring consumer trends and behaviours and changing its product mix in response thereto, by constantly evolving its store formats and by being adept at initiating cost saving measures when required, without sacrificing quality of product and service standards.

##### 2. Highly competitive environment

The Company faces competition from domestic and international operators of stores, department stores, speciality retailers, discount stores, online and other forms of retail business. This is likely to intensify following the recent regulatory reforms introduced in the Kingdom to encourage foreign investment.

The Management monitors the product offering and pricing of competitors, in addition to conducting detailed feasibility studies and market trend analysis prior to undertaking store expansion. It tries to differentiate itself from competition by offering a very wide range of products in stores that are well laid out and through a quality of service that enhances the customer experience. The Company also launched a customer loyalty programme to improve customer retention and enhance brand recognition. The Company has also set up a subsidiary for making retail related investments in technology that will enhance digitisation of operations and provide the Company with a competitive edge.

##### 3. The impact of political and economic risks on the Company's operations

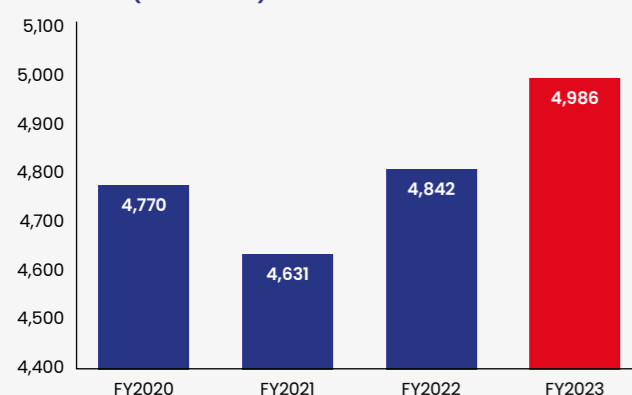
The Company predominantly operates in Saudi Arabia since all the stores, except for one, are being operated inside KSA, and the Company's financial performance is therefore dependent on the prevailing economic and political conditions in Saudi Arabia and on global economic conditions that affect Saudi Arabia's economy.

The Management believes that there is no indication that the economic and political scenario will change to a degree that will materially affect the business of the Company in an adverse manner. On the contrary, the progressive reforms introduced by the Government, such as Riyadh Expo 2030, FIFA World Cup 2034, greater involvement of women in the work force and emphasis on the development of tourism, are expected to have a beneficial impact on the Company's business in the long term. Furthermore, the Company is pursuing geographical diversification by expanding its presence and introducing convenience format stores. While the Company has already opened its first store outside the Kingdom in Bahrain, it is actively seeking value-accretive acquisition opportunities in other GCC states.

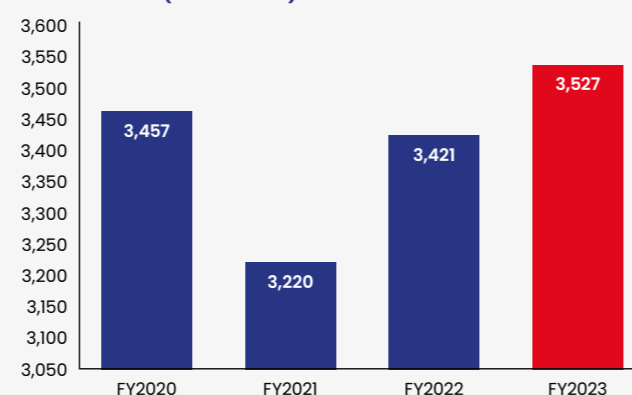
### 18. A summary in the form of a table or graph displaying the Company's assets, liabilities and results during the last four financial years or since its incorporation date, whichever is shorter

Total Assets	Amount in SAR Million	Total Liabilities	Amount in SAR Million	Sales	Amount in SAR Million	Net Profit	Amount in SAR Million
FY 2020	4,770	FY 2020	3,457	FY 2020	5,156	FY 2020	448
FY 2021	4,631	FY 2021	3,220	FY 2021	4,382	FY 2021	241
FY 2022	4,842	FY 2022	3,421	FY 2022	4,897	FY 2022	125
FY 2023	4,986	FY 2023	3,527	FY 2023	5,603	FY 2023	275

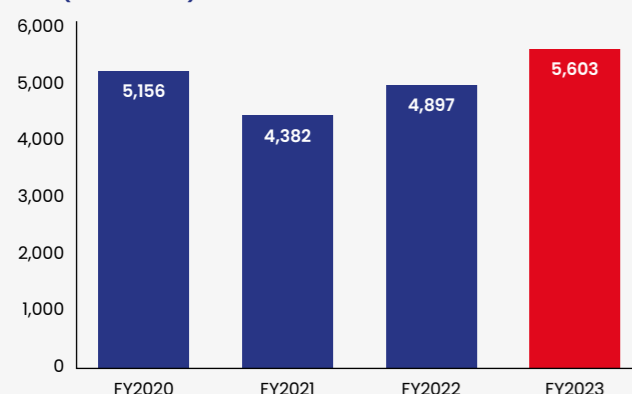
#### Total Assets (SAR million)



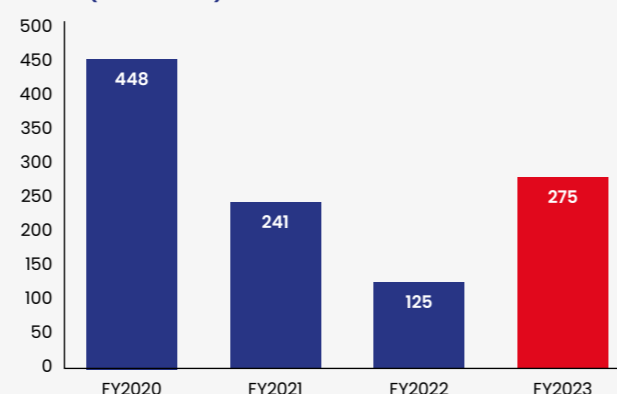
#### Total Liabilities (SAR million)



#### Sales (SAR million)



#### Net Profit (SAR million)



### 19. Geographical analysis of the Company's and its affiliates' revenues

#### Sales by Region

Company	Regions	Amount in SAR Million		
		FY 2023	FY 2022	FY 2021
BinDawood Holding Company	Inside Saudi Arabia	5,297	4,790	4,382
	Outside Saudi Arabia	306	107	-
<b>BinDawood Holding Company</b>		<b>5,603</b>	<b>4,897</b>	<b>4,382</b>

Company	Regions	Amount in SAR Million		
		FY 2023	FY 2022	FY 2021
BinDawood	Inside Saudi Arabia	1,740	1,536	1,209
	Outside Saudi Arabia	-	-	-
<b>BinDawood</b>		<b>1,740</b>	<b>1,536</b>	<b>1,209</b>

Company	Regions	Amount in SAR Million		
		FY 2023	FY 2022	FY 2021
Danube	Inside Saudi Arabia	3,540	3,244	3,173
	Outside Saudi Arabia	-	-	-
<b>Danube</b>		<b>3,540</b>	<b>3,244</b>	<b>3,173</b>

Company	Regions	Amount in SAR Million		
		FY 2023	FY 2022	FY 2021
Future Retail for Information Technology Company	Inside Saudi Arabia	17	10	-
	Outside Saudi Arabia	306	107	-
<b>Future Retail for Information Technology Company</b>		<b>323</b>	<b>117</b>	<b>-</b>

#### Sales by Subsidiaries

Subsidiaries	Amount in SAR Million		
	FY 2023	FY 2022	FY 2021
BinDawood	1,740	1,536	1,209
Danube	3,540	3,244	3,173
Future Retail for Information Technology Company	323	117	-
<b>BinDawood Holding</b>	<b>5,603</b>	<b>4,897</b>	<b>4,382</b>

### 20. Any material differences in the operational results compared to the preceding year's results, along with any expectations announced by the Company

#### Financial Review

The Company primarily derives its revenue from the sale of food and non-food items through its extensive grocery retail network, which includes Danube and BinDawood stores. In FY2023, total revenue amounted to SAR 5,603 million, marking a significant increase from SAR 4,897 million in FY2022.

Our year-over-year sales rose by 14.4%, driven by impressive performances from both BinDawood and Danube stores. This was achieved through enhancing the premium quality of our products and using the knowledge gained from our customer loyalty programme to undertake strategic marketing campaigns and to update our product offerings to cater to emerging trends and demands. Our ability to connect better with our customers is borne out by a significant improvement in store footfall and a 15% surge in transaction volumes.

Gross profit was SAR 1,809.8 million equivalent to 32.3% of sales revenues versus SAR 1,437.1 million equivalent to 29.3% of sales revenues. This significant improvement in Gross Margin reflects improved sales mix, easing of inflationary pressures and enhanced support from suppliers.

Operating expenses amounted to SAR 1,464.3 million, compared to SAR 1,294.7 million in 2022. This increase is attributed to higher employment costs, expenses related to new branch openings, investment in technology and costs associated with increased business volume.

Other Income in FY2023 amounted to SAR 28 million, a decrease from SAR 84.1 million reported in the previous year. This decline is attributable to the absence of one-time store rental relief received during FY2022.

Finance costs increased by SAR 4.4 million due to the inclusion of new store leases and lease modifications during the year.

Zakat expense decreased by SAR 7.6 million due to a decrease in the net asset zakat base as at the end of FY2023.

Net profit surged to SAR 275.1 million in 2023, up from SAR 124.7 million in 2022, driven by significant revenue growth and an improved gross margin. However, this was partially offset by increased operating expenses and finance costs, along with a decrease in other income. The rise in the Net Profit to Sales ratio to 4.9% in FY2023 from 2.5% in FY2022 was the combined result of these factors, as detailed above.

Total assets for FY2023 amounted to SAR 4,986.3 million, marking an increase of SAR 144.8 million. This growth was mainly driven by an increase in current assets of SAR 181.2 million, attributed to higher inventories, trade and other receivables, and prepayments and advances. However, these increases were partially mitigated by a decrease in non-current assets amounting to SAR 36.4 million.

Non-current assets amounted to SAR 2,929 million at the end of FY2023, reflecting a decrease of SAR 36.4 million. This decrease was primarily due to a decline in right-of-use assets, resulting from amortization of SAR 285.1 million, partially offset by additions to leases of SAR 32.8 million and modifications of leases by SAR 174 million. However, the said decrease is partially offset by an increase in net fixed assets amounting to SAR 58.95 million due to additions of SAR 223.4 million partly offset by a depreciation charge of SAR 162.2 million. This was further offset by an increase in intangible assets and goodwill of SAR 8.5 million.

Current assets stood at SAR 2,056.5 million as at the end of FY2023, reflecting an increase of SAR 181.2 million. This increase was mainly driven by higher inventory, which rose by SAR 72.1 million, as well as an increase in trade and other receivables by SAR 101.7 million, prepayments and advances by SAR 24.5 million, and cash and bank balances by SAR 23.1 million. These gains were partially offset by a decrease in amounts due from related parties by SAR 40.2 million.

Total liabilities at the end of FY2023 stood at SAR 3,527.1 million, reflecting an increase of SAR 106.2 million. The increase was mainly attributable to an increase of SAR 185.7 million in current liabilities which is offset by a decrease of SAR 79.5 million in non-current liabilities.

Shareholders' equity increased by 2.7% driven by an increase in retained earnings after the distribution of dividends in Q2 and Q4 of FY2023.

Current liabilities amounted to SAR 1,518.6 million as of the end of FY2023, marking an increase of SAR 185.7 million compared to FY2022. This increase was primarily driven by a rise of SAR 189.6 million in accounts payable, along with increases of SAR 3.6 million in amounts due to related parties and SAR 4.5 million in unearned income and other payable balances. However, these increases were partially offset by a decrease in the current portion of lease liabilities by SAR 12.5 million.

Net cash generated from operating activities in FY2023 amounted to SAR 776.1 million, up by SAR 29.9 million compared to FY2022. This increase can be attributed to the significant improvement in operational performance, which, before considering changes in working capital, increased by SAR 229.3 million.

Net cash used in investing activities for FY2023 totalled SAR 249.4 million, a decrease of SAR 96.9 million compared to FY2022. This decrease was primarily due to the absence of acquisitions during the year, unlike the acquisition of two subsidiaries in the previous year. However, this decrease was partially offset by increased capital expenditure related to new stores opened in 2023 and those planned to be opened in 2024.

Net cash used in financing activities for FY2023 amounted to SAR 521 million, up by SAR 145.4 million compared to FY2022. This increase was primarily due to an increase in dividend payments by SAR 51.4 million and an increase in lease payments by SAR 93.9 million.

Cash and cash equivalents at the close of FY2023 amounted to SAR 521.1 million, marking a SAR 11.9 million increase from FY2022. This growth was mainly driven by increased cash generation from operating activities, coupled with reduced cash outflow in investing activities. However, these gains were partially offset by higher cash outflow in financing activities, specifically related to dividend and lease payments in FY2023.

## 21. Any inconsistency with the standards approved by the Saudi Organization for Chartered and Professional Accountants

Financial Statements have been prepared in accordance with International Financial Reporting Standards as endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements that are issued by the Saudi Organization for Chartered and Professional Accountants ("SOCPA").

## 22. Name of each affiliate company, its capital, the Company's ownership percentage, the main scope of business, country of operation and country of incorporation

### Direct subsidiaries of the Company:

Affiliate	CR Number	Capital (SAR)	Company's direct ownership	Company's indirect ownership	Country of operation	Country of incorporation	Main scope of business
BinDawood Superstores Company	4031063164	10,880,000	99%	1%	KSA	KSA	Engaged in retail trading of foodstuff and household items
Danube Company for Foodstuff and Commodities	4030093169	2,500,000	99%	1%	KSA	KSA	Engaged in retail trading of foodstuff and household items
Danube Star for Bakeries and Marketing	4030086333	1,500,000	99%	1%	KSA	KSA	Engaged in operating bakeries and restaurant for foodstuff
Future Retail for Information Technology Company	4030448008	5,000,000	99%	1%	KSA	KSA	Acquiring and managing investments in subsidiaries
BDH International Holding limited	000010611	USD 10,000	100%	0%	UAE	UAE	Acquiring real estate, shares, intellectual property, tangible and intangible assets

### - Future Retail for Information Technology Company

#### Subsidiaries controlled through Future Retail for Information Technology Company: (% referred to Future Retail for Information Technology Company direct ownership)

Future Retail for Information Technology Company is 100% owned by BinDawood Holding:

Affiliate	CR Number	Capital (SAR)	Company's direct ownership	Country of operation	Country of incorporation	Main scope of business
International Application Trading Company (LLC)	4030548034	SAR 100,000	62%	KSA	KSA	Providing information technology and communication services to the group
Future Tech Retail-France	2022012319	EUR 41,489,094	86.53%	France	France	Acquiring and managing investments in subsidiaries

**A. International Application Trading Company (LLC) acquired the following Company during 2022:**  
(% referred to International Application Trading Company direct and indirect ownership)

International Application Trading Company is 62% owned by Future Retail for Information Technology Company:

Affiliate	CR Number	Capital (SAR)	Company's direct ownership	Country of operation	Country of incorporation	Main scope of business
Amjad United Investment and Development Company	4030172369	500,000	100%	KSA	KSA	Providing delivery services including transportation and storage goods
First Commercial Application Company	4030537516	400,000	100%	KSA	KSA	Providing information technology and communication services to the group
Future Flower Trading Company	4030448753	5,000	100%	KSA	KSA	Engaged in wholesale and retail of other merchandise

**B. Future Tech Retail-France acquired the following company and its subsidiaries during 2022:**  
(% referred to Future Tech Retail-France direct and indirect ownership)

Future Tech Retail-France is 86.53% owned by Future Retail for Information Technology Company:

Affiliate	CR Number	Capital (SAR)	Company's direct ownership	Country of operation	Country of incorporation	Main scope of business
YKONE SAS	508 497 294	170,950	98.6%	France	France	Engaged in providing market influencer and digital marketing services

**- YKONE SAS subsidiaries controlled through Future Tech Retail-France**

Affiliate	Company's direct ownership	Country of incorporation	Main scope of business
Ykone Limited	100%	UAE	Engaged in providing market influencer and digital marketing services
Ykone Saudi for Advertisement	100%	KSA	Engaged in providing market influencer and digital marketing services
Ykone USA Ince	100%	USA	Engaged in providing market influencer and digital marketing services
Ykone Sarl	100%	Switzerland	Engaged in providing market influencer and digital marketing services
New Media Agency	66%	Italy	Engaged in providing market influencer and digital marketing services
COVER Communication GmbH	67%	Germany	Engaged in providing market influencer and digital marketing services
Oddly Enough SAS	100%	France	Engaged in providing market influencer and digital marketing services
Shanghai Ykone Commerce Consulting Co. Ltd.	100%	Shanghai	Engaged in providing market influencer and digital marketing services
Ykone Asia Limited	62.5%	Hong Kong	Engaged in providing market influencer and digital marketing services

**23. Details of shares and debt instruments issued for each affiliate company**

**Details of Shares and Debt Instruments Issued for each Affiliate Company**

Name of Affiliate company	No. of shares	Share value (SAR)	Debt instruments (SAR)
BinDawood Superstores Company (A Limited Liability Company)	1,088,000	10	-
Danube Company for Foodstuffs and Commodities (A Limited Liability Company)	250,000	10	-
Danube Star for Bakeries and Marketing Company Limited (A Limited Liability Company)	1,500	1,000	-
Future Retail for Information Technology Company (A Limited Liability Company)	500,000	10	-
BDH International Holding Limited	10,000	USD 1	-

**24. A description of the dividend distribution policy**

The dividend policy is based on committing a minimum dividend on half-year basis, effective from FY2024.

BinDawood will consider paying additional dividends based on performance, subject to BinDawood's Board of Directors' recommendation to the General Assembly or delegation received by the General Assembly, after evaluating BinDawood's financial position, future expectation and capital requirement.

The dividend policy will remain subject to change based on the following:

- Any material changes in the strategy, business and market;
- Increasing the Company's future investments and projects;
- Any current or future obligations to financial institutions;
- Laws and regulations that are applicable to the Company.

**25. A description of any interest in a class of voting shares held by persons (other than the Company's directors, senior executives and their relatives) who have notified the Company of their holdings pursuant to Article 85 of the Rules on the Offer of Securities and Continuing Obligations, together with any change to such interests during the last fiscal year**

During the last financial year, the Company has not received notification under Article 85 of OSCIR Rules regarding any new or changed interest or voting shares belonging to persons other than the Company's directors, senior executives and their relatives.









shares of BinDawood Trading Company Limited, which holds 100% of the shares of Future Field Co., which holds 20% of the shares of Akasiya Star Trading Company Limited, which in turn owns 67.572% of the Company's Shares; (4) ownership of 76.5% in Tariq Abdullah BinDawood and Partners Company Limited, which holds 0.442% of the shares of BinDawood Trading Company Limited, which holds 100% of the shares of Future Field Co., which holds 20% of the shares of Tariq Abdullah BinDawood and Partners Company Limited, which holds 10.476% of the shares of Abdullah Dawood BinDawood and Sons Company Limited, which in turn owns 5.562% of the Company's shares; (5) ownership of 76.5% in Tariq Abdullah BinDawood and Partners Company Limited, which holds 0.442% of the shares of BinDawood Trading Company Limited, which holds 100% of the shares of Future Field Co., which holds 20% of the shares of Tariq Abdullah BinDawood and Partners Company Limited, which holds 10.476% of the shares of Abdullah Dawood BinDawood and Sons Company Limited, which in turn owns 5.562% of the Company's shares; (6) ownership of 76.5% in Tariq Abdullah BinDawood and Partners Company Limited, which holds 0.442% of the shares of BinDawood Trading Company Limited, which holds 100% of the shares of Future Field Co., which holds 20% of the shares of Tariq Abdullah BinDawood and Partners Company Limited, which holds 10.476% of the shares of Abdullah Dawood BinDawood and Sons Company Limited, which in turn owns 5.562% of the Company's shares; (7) ownership of 76.5% in Tariq Abdullah BinDawood and Partners Company Limited, which holds 0.442% of the shares of BinDawood Trading Company Limited, which holds 100% of the shares of Future Field Co., which holds 20% of the shares of Tariq Abdullah BinDawood and Partners Company Limited, which holds 10.476% of the shares of Abdullah Dawood BinDawood and Sons Company Limited, which in turn owns 5.562% of the Company's shares; (8) ownership of 76.5% in Tariq Abdullah BinDawood and Partners Company Limited, which holds 0.442% of the shares of BinDawood Trading Company Limited, which holds 100% of the shares of Future Field Co., which holds 20% of the shares of Tariq Abdullah BinDawood and Partners Company Limited, which holds 10.476% of the shares of Abdullah Dawood BinDawood and Sons Company Limited, which in turn owns 5.562% of the Company's shares; and (9) ownership of 76.5% in Tariq Abdullah BinDawood and Partners Company Limited, which holds 0.442% of the shares of BinDawood Trading Company Limited, which holds 100% of the shares of Future Field Co., which holds 20% of the shares of Akasiya Star Trading Company Limited, which in turn owns 67.572% of the Company's shares.

## 27. Information on any loans (payable upon request or not), a statement of the total indebtedness of the Company and its affiliates, any amounts paid by the Company in repayments of loans during the year, the amount of the principal debts, the creditor name, the loan term and remaining amount. In case there are no debts, a declaration thereof shall be presented

### Borrowing Facilities

BinDawood Holding's subsidiaries have entered into short and medium-term financing arrangements with various lenders. These financing arrangements are primarily used to finance imports of products and assets sourced from international suppliers, as well as to issue payment guarantees and bid bonds. The total amount of facilities available at 31 December 2023 was SAR 310.2 million and, out of these, a total of SAR 73.8 million was utilised. The table below provides a detailed description of these facility agreements.

Facility Type	Amount in SAR				Description
	Facility Amount	Utilization	Short-term	Medium-Term	
Letters of Credit	272,000,000	68,832,714	68,832,714	–	Sight and Usance Letters of Credit, Letters of Guarantee
Letters of Guarantee	35,000,000	4,931,999	1,818,399	3,113,600	Payment Guarantees, Bid Bonds and Performance Guarantees
Corporate Credit Card	200,000	78,815	78,815	–	Credit Purchases
Derivatives	3,000,000	–	–	–	No utilisation
<b>Total</b>	<b>310,200,000</b>	<b>73,843,528</b>	<b>70,729,928</b>	<b>3,113,600</b>	

## 28. A description of the class and number of any convertible debt instruments, contractual securities, pre-emptive right or similar rights issued or granted by the Company during the fiscal year, as well as stating any compensation obtained by the Company in this regard

There have been no convertible debt instruments, contractual securities, pre-emptive rights or similar rights issued or granted by the Company during FY 2023, and no compensation has been received by the Company in this regard.

## 29. A description of any conversion or subscription rights under any convertible debt instruments, contractually based securities, warrants or similar rights issued or granted by the Company

There were no conversion or subscription rights under any convertible debt instruments, contractually based securities, warrants or similar rights issued or granted by the Company during FY 2023.

## 30. A description of any redemption, purchase or cancellation by the Company of any redeemable debt instruments and the value of such securities outstanding, distinguishing between those listed securities purchased by the Company and those purchased by its affiliates

There has been no redemption, purchase or cancellation by the Company of any redeemable debt instruments during FY 2023 and no such instrument was outstanding at the year end.

**31. The number of Board meetings held during the last financial year, their dates and the attendance record of each meeting listing the names of attendees**

## Board Meeting Attendance (2023)

Members	27 March	22 May	13 August	22 September	7 November
Abdulrazzag Dawood BinDawood	*	*	*	*	*
AbdulKhalig Dawood BinDawood	*	*	*	*	*
Khalid Dawood BinDawood	*	*	*	*	*
Tariq Abdullah BinDawood	*	*	*	*	*
Walid Michel Majdalani	*	*	X	*	*
Abdulrahman Mohammed Albarrak	*	*	*	*	X
Khalid Mohamed Altawil	*	*	*	*	*
Faris Ibrahim Alrashed Alhumaid	*	*	*	*	*

**32. The number of times the Company requested the shareholders' register and the dates and reasons therefor**

Date of Request	Reason for Request
17 January 2023	Others
22 June 2023	Convening of General Assembly

**33. A description of any transaction between the Company and any Related Party; and****34. Information relating to any business or contract to which the Company is a party and in which a director of the Company, a senior executive or any person related to any of them is or was interested, including the names of those involved in said business or contracts, the nature, conditions, durations and value of the business or contract. The Company shall submit a statement in that regard when there are no such businesses or contracts**

## Related Party Transactions

Related party	Nature of transaction	Term	Value of transactions	
			31 December 2023 SAR	31 December 2022 SAR
National Leader for Real Estate Company Ltd. <sup>1</sup>	Lease rental paid by Company	Varying lengths from 1 to 15 years	47,092,500	23,546,250
Amwaj Real Estate Company Ltd. <sup>1</sup>	Lease rental paid by Company	Varying lengths from 1 to 15 years	34,249,050	16,738,475
Safa Company Limited for Household Ware <sup>1</sup>	Purchase of goods by Company	Annually renewable	7,838,847	4,159,779
Branch AYM Marketing Management LLC	Loyalty Programme Commission	Annually renewable	10,709,364	2,274,458
BinDawood Trading Company Ltd. <sup>1</sup>	Shared service fee charged by the Company	Annually renewable	992,230	972,773
Jumairah Trading Company <sup>3</sup>	Purchase of goods by the Company	Annually renewable	68,001,112	48,828,263
Jumairah Trading Company <sup>3</sup>	Shared service fee charged by the Company	Annually renewable	1,130,186	1,108,027
Jumairah Trading Company <sup>3</sup>	Rent charged by the Company	Annually renewable	993,600	1,318,967
Jumairah Trading Company <sup>3</sup>	Goods transferred by the Company	Non-contractual	407,076	62,590
<b>Total</b>			<b>171,413,965</b>	<b>99,009,582</b>

<sup>1</sup> National Leader For Real Estate Co. Ltd, Amwaj Real Estate Company Limited, Safa Company for Household Wares and BinDawood Trading Holding Company are Related Parties on the basis that each of Abdulrazzag BinDawood, AbdulKhalig BinDawood, Khalid BinDawood and Tariq BinDawood, who are Directors in the Company, have an indirect ownership interest in these companies.

<sup>2</sup> AbdulKhalig BinDawood Establishment is a Related Party on the basis that AbdulKhalig BinDawood, who is a Director in the Company, has a direct ownership interest in the Establishment and each of Abdulrazzag BinDawood, Khalid BinDawood and Tariq BinDawood, who are also Directors in the Company, have an indirect ownership interest in the Establishment.

<sup>3</sup> The owners of AbdulKhalig BinDawood Establishment converted the legal form of the establishment to a limited liability company along with changing the name to Jumairah Trading Company.

	31 December 2023 SAR	31 December 2022 SAR
<b>Due from related parties</b>		
Amwaj Real Estate Company Ltd.	-	16,663,475
National Leader for Real Estate Company Ltd.	-	23,546,250
BinDawood Trading Company Ltd.	-	-
Jumairah Trading Company	-	-
	-	40,209,725
	31 December 2023 SAR	31 December 2022 SAR
<b>Due to related parties</b>		
Safa Company Limited for Household Ware	2,531,669	1,625,560
Jumairah Trading Company	7,240,852	5,231,373
Branch AYM Marketing Management LLC	1,385,686	810,688
Amwaj Real Estate Company Ltd.	82,500	-
National Leader for Real Estate Company Ltd.	-	-
	11,240,707	7,667,621

\* Shareholders have granted a mandate to the Board for approving Related Party transactions from 22 June 2023, which will expire on 21 June 2024.

### 35. A description of any arrangement or agreement under which a Company director or senior executive has waived any remuneration

The Vice Chairman AbdulKhalik Dawood BinDawood, the Managing Director Khalid Dawood BinDawood, the Board Members Tariq Abdullah BinDawood and Walid Michel Majdalani, waived their right to any remuneration as members of the Board for FY 2023. Further, the Chairman of the Board, Dr. Abdulrazzag Dawood BinDawood waived his right to any remuneration as a member of the Board for the period from 1 January 2023 to 21 June 2023.

### 36. A description of any arrangement or agreement under which a shareholder of the Company has waived any rights to dividends

No shareholder of the Company has waived any rights to dividends in FY 2023.

### 37. A statement of the value of any paid and outstanding statutory payment on account of any zakat, taxes, fees or any other charges that have not been paid until the end of the annual financial period with a brief description and the reasons therefor

	Amount in SAR		Description	Reasons/Justifications
	Paid during the year	Outstanding		
Zakat	13,952,596	22,966,275	Zakat for FY 2023	
VAT	193,184,554	50,423,755	Value added tax for the month of December 2023	
Withholding tax	795,338	28,247	Withholding tax	According to the requirements of the laws and applicable regulations
Visas and passport office fees	71,050	-	Iqama renewal and transfer of sponsorship fees	
GOSI	1,080,817	93,198	Social insurance payments for employees	

### 38. A statement as to the value of any investments made or any reserves set up for the benefit of the employees of the Company

No such investments were made, nor were any reserves set up for the Company's employees, except for the provision for End of Service benefits and the payment of GOSI under the relevant laws.

### 39. Declarations

The Board confirms that:

- Proper books of account have been maintained;
- The system of internal control is sound in design and has been effectively implemented;
- There are no significant doubts concerning the Company's ability to continue its activity;
- The Company has prepared the Board's Report for FY 2023 in line with the guidelines set out in the Corporate Governance Regulations of CMA and there are no reservations concerning the financial statements for FY 2023 included in the External Auditor's report for FY 2023;
- It does not recommend replacing the External Auditor before the end of its term; and
- No members of the Board are, or were, engaged in competing businesses.